Bhandari Hosiery Exports Ltd.

Sustainable Innovation
Design•Fabric•Garments

(A GOVT. OF INDIA RECOGNISED EXPORT HOUSE)

R.O. : Bhandari House, Village Meharban, Rahon Road, LUDHIANA-141 007 (INDIA)
Phones : +91-88720 16409, +91-88720 16410
E-mail : bhandari@bhandariexport.com Web : www.bhandariexport.com
(Corporate Identification No./CIN : L17115PB1993PLC013930)

03.09.2021

To

Corporate Relationship Department **BSE Limited** **Floor 25,Feroze Jeejeebhoy Towers** **Dalal Street** **Mumbai-400001** **Phone:022-22721233-34**	**Listing Department** **National Stock Exchange of India Limited** **Exchange Plaza, Bandra Kurla Complex** **Bandra East, Mumbai-400051** **Board: 022-26598100(Extn:22348)** **Direct: 022-26598346**
Scrip Code: 512608	**Symbol: BHANDARI**

Dear Sir/ Madam,

Sub: Notice Convening 28th Annual General Meeting, Intimation of Book Closure, Cut-off Date, E-Voting Information and Dividend Payment.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Twenty Eighth (28th) Annual General Meeting (AGM) of the Company will be held on Thursday, September 30, 2021 at 09:30 a.m. at the Registered Office of the Company situated at Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007, Punjab, India. The Notice of the 28th AGM of the Company is enclosed herewith and also available on the website of the company at www.bhandariexport.com.

Further, pursuant to provisions of Section 91 of the Companies Act, 2013 and the rules framed there under and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of payment of dividend and 28th Annual General Meeting (AGM) of the Company. Dividend on Equity Shares as recommended by the Board, if approved at the ensuing Annual General Meeting shall be paid to those members whose names will appear in the Register of Members as on Thursday, September 23, 2021.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing the remote e-voting facility to its Members holding Shares in either Physical and Dematerialized form in

BHANDARI HOSIERY EXPORTS LTD. LUDHIANA

respect of businesses to be transacted at the Twenty Eighth (28th) Annual General Meeting scheduled to be held on Thursday, 30th September 2021 at 9.30 A.M.

The Company has fixed Thursday, 23rd day of September, 2021, as the cut-off date for determining the members entitled to vote through remote e-voting facility or through ballot paper at the AGM. The same cut-off date would also ascertain the members, who do not cast their vote electronically and wish to cast their vote physically at the ensuing AGM, The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting schedule is as under:-

Commencement of E-Voting	27th September, 2021 (9.00 a.m.), Monday
End of E-Voting	29th September, 2021 (5.00 p.m.), Wednesday

Kindly note and display the notice on your notice board for the information of the members of your exchange and general Public.

Thanking You
Yours Sincerely,

For Bhandari Hosiery Exports Limited,

BHANDARI HOSIERY EXPORTS LTD. LUDHIANA

Daljeet Singh,
Company Secretary

Bhandari Hosiery Exports Ltd.
Sustainable Innovation
Design•Fabric•Garments

BHANDARI HOSIERY EXPORTS LIMITED

REGD. OFFICE: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)
PHONES: +91-88720-16410, FAX: +91-161-2690394, E-mail: bhandari@bhandariexport.com
Web: www.bhandariexport.com; Corporate Identification No.: L17115PB1993PLC013930

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of the Company will be held on Thursday, the 30th day of September, 2021 at 9.30 A.M. at the Registered Office of the Company at Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007 to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of accounts

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2021 together with the Reports of the Auditors and Directors thereon.

2. Consider of dividend

To consider declaration of dividend on Equity Shares for the financial year ended 31st March, 2021.

3. Re-appointment of Mr. Rajesh Kumar

To appoint a Director in place of Sh. Rajesh Kumar (DIN 05160964), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

To ratify the appointment of Statutory Auditors and fix their remuneration and in this regards to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142(1) of the Companies Act, 2013, read with rules made there under, the appointment of M/s Krishan Goel & Associates, Chartered Accountant, Ludhiana (FRN 009607N) approved in the 24th Annual General Meeting to hold office till the conclusion of 29th Annual General Meeting (subject to ratification of appointment by the members at every AGM), be and is hereby ratified in this Annual General Meeting till the conclusion of next Annual General Meeting, on a remuneration as may be agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS:

5. To Consider and if though fit, to pass the following Resolution as Ordinary Resolution:-
Appointment of Mr. Kunal Verma as a Non-Executive Independent director.

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Mr. Kunal Verma (holding DIN 08918691), who was appointed as the Additional Director of the Company with effect from 09th November, 2020 under Section 161 of the Companies Act, 2013 who is eligible for appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a term of three year w.e.f. 09th November, 2020 to 08th November, 2023 and whose office shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

By Order of the Board of Directors
For Bhandari Hosiery Exports Limited

Sd/-
(Nitin Bhandari)
Chairman & Mg. Director

Place: Ludhiana
Dated: 14.08.2021

NOTES

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. A statement giving relevant details of the directors seeking appointment/re-appointment under Items No. 3 and 5 of the accompanying notice, as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed herewith.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 24th September, 2021 to Thursday 30th September, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company and payment of dividend, if any, for both physical and electronic segments.

6. Final Dividend of @1% i.e. Rs.0.01 per equity share of Rs. 1/- each has been recommended by the Board of Directors, subject to the approval of the shareholders at the ensuing Annual General Meeting. Subject to the provisions of Companies Act, 2013 dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within 30 days of the declaration of same to those Members whose names appear on the Register of Members as on 23rd September, 2021.

7. Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

8. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. The Company has transferred all amounts of unclaimed dividend declared for the Financial Year 2006-07 to "The Investors Education and Protection Fund" established by the Central Government, during year 2014-15. There were no other amounts of unpaid dividends pending for transfer to such Fund in the year 2015-16 and 2016-17. Further after year 2006-07, the Company has declared the dividends for the year 2014-15 @1% i.e. Rs. 0.1/- per equity share of the face value of Rs. 10/- each, then for the year 2015-16 again @ 1% i.e. 0.01 per equity share of face value of Rs. 1/- each, then for the year 2016-17 again @ 1% i.e. 0.01 per equity share of face value of Rs. 1/- each, then for the year 2017-18 again @ 1% i.e. 0.01 per equity share of face value of Rs. 1/- each, then for the year 2018-19 again @ 1% i.e. 0.01 per equity share of face value of Rs. 1/- each and for the year 2019-20 again @ 1% i.e. 0.01 per equity share of face value of Rs. 1/- each. Dividends that remain unclaimed/unpaid for a period of seven (7) years from the date on which they were declared, are required to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders/Investors who have not encashed their Dividend Warrants if any, for year 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 and 2019-20 are requested to lodge their claims by quoting their respective Folio No./DP Client ID with Company.

10. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

11. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with CDSL and NSDL.

12. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the at the Registered Office of the Company at least 10 days prior to date of Annual General Meeting.

13. The Register of Directors' Shareholdings maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto Annual General Meeting and will be open for inspection during the Annual General Meeting also.

14. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be provided.

15. Notice of the AGM along with Annual Report 2020-21 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.

16. In view of the circular issued by SEBI, the Electronic clearing Services (ECS/NECS) facility should be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, Members holding shares in physical form are requested to provide bank account details to the Company and its Registrar and Share Transfer Agents. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Any changes in such bank mandate must be advised only to the Depository Participant of the Members.

17. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2020-21 is being sent in the permitted mode.

18. The holding shares in physical form are requested to:

(a) Quote their folio number/Client ID & DP-ID in all correspondence with the company.
(b) Notify immediately to the company any change in their address/mandate, if any.
(c) Register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.

19. The Company declares that its equity shares are listed on the BSE Ltd. (BSE), and National Stock Exchange of India Ltd. (NSE) Mumbai. The Company has paid the annual listing fee upto year 2021-22 to the above stock exchanges.

20. Members are requested to furnish their Bank Account details, change of address, e-mail address etc. to the Company's Registrar and Transfer Agents viz M/S Link Intime India Pvt Ltd., Noble Heights, 1st Floor, Plot No-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058, Email: Delhi@Linkintime.co.in, Phones: 011-41410592-94, FAX: 011- 41410591, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.

21. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend and vote at the meeting.

22. The route map of the venue of Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.

23. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for year 2020-21 will also be available on the Company's website www.bhandariexport.com for their download. The

physical copies of the aforesaid documents will also be available at the Company's Registered Office in Ludhiana for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@bhandariexport.com.

24. Voting for transaction of Business/Voting Through Electronic Means

The business as set out in the Notice may be transacted and that:

(A) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

(B) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through electronic voting system or ballot or polling paper at the AGM.

(C) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

(D) The remote e-voting period commences on Monday, September 27, 2021 (9.00 a.m. IST) and ends on Wednesday, September 29, 2021 (5.00 p.m. IST). During this period, Members of the Company, holding shares both in physical form and in dematerialized form, as on the cut-off date (record date) i.e. Thursday, September 23, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(E) Any person, who acquires shares and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. September 23, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or cs@bhandariexport.com. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting the vote.

(F) Mr. Rajeev Bhambri & Associates, Practicing Company Secretary (C.P. No. 9491), Ludhiana, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(G) The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting will not later than 48 hours of conclusion of the meeting make a consolidated scrutinizer's report and submit to the Chairman of the Company. The results declared alongwith the consolidated scrutinizer's report shall be uploaded on the Company's website i.e. www.bhandariexport.com and www.evotingindia.com. The results shall simultaneously will be communicated to the BSE Ltd and NSE.

(H) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. 30th September, 2021.

<u>Instructions for E-Voting</u>

The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period commences on Monday, September 27, 2021 (9.00 a.m. IST) and ends on Wednesday, September 29, 2021 (5.00 p.m. IST). During this period, Members of the Company, holding shares both in physical form and in dematerialized form, as on the cut-off date (record date) i.e. Thursday, September 23, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting

thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(ii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Pursuant to above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholders	**Login Method**
Individual Shareholders Holding securities in demat mode with **CSDL**	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option willbe made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/ login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders Holding securities in Demat mode with **NDSL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the

	home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on and earlier voting of any company, then your existing password is to be used.

6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said

	demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant BHANADRI HOSIERY EXPORTS LIMITED on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporate module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions

("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the
- Scrutinizer and to the Company at the email address viz cs@bhandariexport.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders: please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders: please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic All grievances connected with the facility for voting by electronic (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING

***For Item No.5 of the Special Business:**

The Board of Directors, pursuant to the provisions of Section 161 of the Act and applicable rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Kunal Verma (DIN 08918691) as an Additional Director in the capacity of an Independent Director holding office upto the date of the Annual General Meeting. The Company has received notice from a member proposing the candidature of Mr. Kunal Verma as Independent Directors of the Company.

The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Mr.Kunal Verma as Additional Independent Directors as per their letters of appointment for a period of three years from 09th November, 2020.

Mr. Kunal Verma, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Kunal Verma fulfill the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Kunal Verma as Independent Directors is now being placed before the Members for their approval. All the relevant documents, contracts, the terms and conditions of the appointment of Mr. Kunal Verma as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working day, (Monday to Friday) except Saturdays, Sundays and holidays upto the date of Annual General Meeting and the same shall be available at the time of Annual General Meeting.

Kindly refer the report on Corporate Governance for information in respect of appointment of Mr. Kunal Verma, pursuant to the Secretarial Standard on General Meetings.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Kunal Verma is qualified professional, young and energetic individual. He is entrepreneur and having good knowledge of day to day business operations.

Except the appointees Mr. Kunal Verma none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution as set out as Item no. 5 the Notice.

By Order of the Board of Directors
For Bhandari Hosiery Exports Limited

Sd/-
(Nitin Bhandari)
Chairman & Mg. Director

Place: Ludhiana
Dated: 14.08.2021

Bhandari Hosiery Exports Ltd.
Sustainable Innovation
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ANNEXURE TO ITEM NO 3 & 5 OF THE NOTICE

Information pursuant to regulation 36 of The SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 regarding the directors seeking appointments/ Re-appointments in the Annual General Meeting.		
Name of Director	Mr. Rajesh Kumar	Mr. Kunal Verma
Category	Non Executive Director	Non Executive Independent Director
Date of Birth	20.02.1971	17.11.1997
DIN	05160964	08918691
Terms and conditions of appointment or re-appointment	Re-appointment due to retires by rotation. No remuneration is being proposed/ sought to be paid on re-appointment.	Appointment as Non Executive Independent Director as recommended by Nomination and Remuneration Committee.
Date of first appointment in the board of directors	17.03.2020	09.11.2020
Qualification	PGDMIR	Graduation
Shareholding in the company	Nil	Nil
Relationship with other Directors of The Company	Nil	Nil
Directorship/Chairmanship in other Public Companies	Nil	Nil
Directorship of Private Companies/Partnerships/LLP	Nil	Nil
Membership/Chairmanship of Committees of Board of Other Companies	Nil	Nil
Expertise	HR & Management. Having more than 30 years of experience in the field of HR and other compliances of The Factories Act and Labour Laws.	Mr. Kunal Verma a qualified person, an entrepreneur and having good knowledge of day to day business operations.
Number of Meetings of The Board attended during the year and other Directorships	Refer Corporate Governance Report forming part of Annual Report	Refer Corporate Governance Report forming part of Annual Report.
Details of Remuneration	Nil	Nil

By Order of the Board of Directors
For Bhandari Hosiery Exports Limited

Sd/-
(Nitin Bhandari)
Chairman & Mg. Director

Place: Ludhiana
Dated: 14.08.2021

Bhandari Hosiery Exports Ltd.
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BHANDARI HOSIERY EXPORTS LIMITED

REGD. OFFICE: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)
PHONES: +91-88720-16410, FAX: +91-161-2690394, E-mail: bhandari@bhandariexport.com
Web: www.bhandariexport.com; Corporate Identification No./CIN: L17115PB1993PLC013930

Form No. MGT-11 - Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):
Registered address:
E-mail Id:
Folio No/ Client Id: DP ID:

I/We, being the member(s) of…… Shares of BHANDARI HOSIERY EXPORTS LIMITED, hereby appoint:

1. Name : ……
2. Address : ……
3. E-mail ID : ……
4. Signature: ……or failing him/her

1. Name : ……..
2. Address : ……..
3. E-mail ID : ……
4. Signature: ……or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on Thursday, 30th day of September, 2021 at 09.30 a.m. at registered office of the company at BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	**Resolution**	**Optional Please mark tick (√)**	
	Ordinary Business	**For**	**Against**
1	Adoption of Audited Balance Sheet as at 31st March, 2021, Statement of Profit and Loss for the year ended on that date together with the Cash flow Statement and Reports of the Auditors and Directors thereon.		
2	To consider Declaration of Dividend for the year 2020-21 on equity shares.		
3	To Reappoint Mr. Rajesh Kumar as Director who retires by rotation		
4	To consider the appointment of M/s Krishan Goel & Associates, Chartered Accountants (FRN : 009607N) as Statutory Auditors		
	Special Business		
5	To Appoint Mr. Kunal Verma as a Non-Executive Independent director		

Signed this…….. day of 2021

Signature of Shareholder……. Signature of Proxy……..

Affix Revenue Stamp here

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Bhandari Hosiery Exports Ltd.
Sustainable Innovation
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BHANDARI HOSIERY EXPORTS LIMITED

REGD. OFFICE: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)
PHONES: +91-88720-16410, FAX: +91-161-2690394, E-mail: bhandari@bhandariexport.com
Web: www.bhandariexport.com; Corporate Identification No./CIN: L17115PB1993PLC013930

ATTENDANCE SLIP

I hereby record my presence at the 28th **ANNUAL GENERAL MEETING** of the Company being held on Thursday, the 30th day of September, 2021 at 9.30 a.m. at the Registered Office of the Company at **BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)**

Full Name of the Shareholder(s)……

(IN BLOCK LETTERS)

No. of shares held…….

Signature……..

Folio No.....

D. P. ID/ Client ID. .....

Full Name of Proxy .....

(IN BLOCK LETTERS) (If attended by Proxy)

Signature……

NOTE: 1. The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

2. A proxy need not be a member.

Bhandari Hosiery Exports Ltd.
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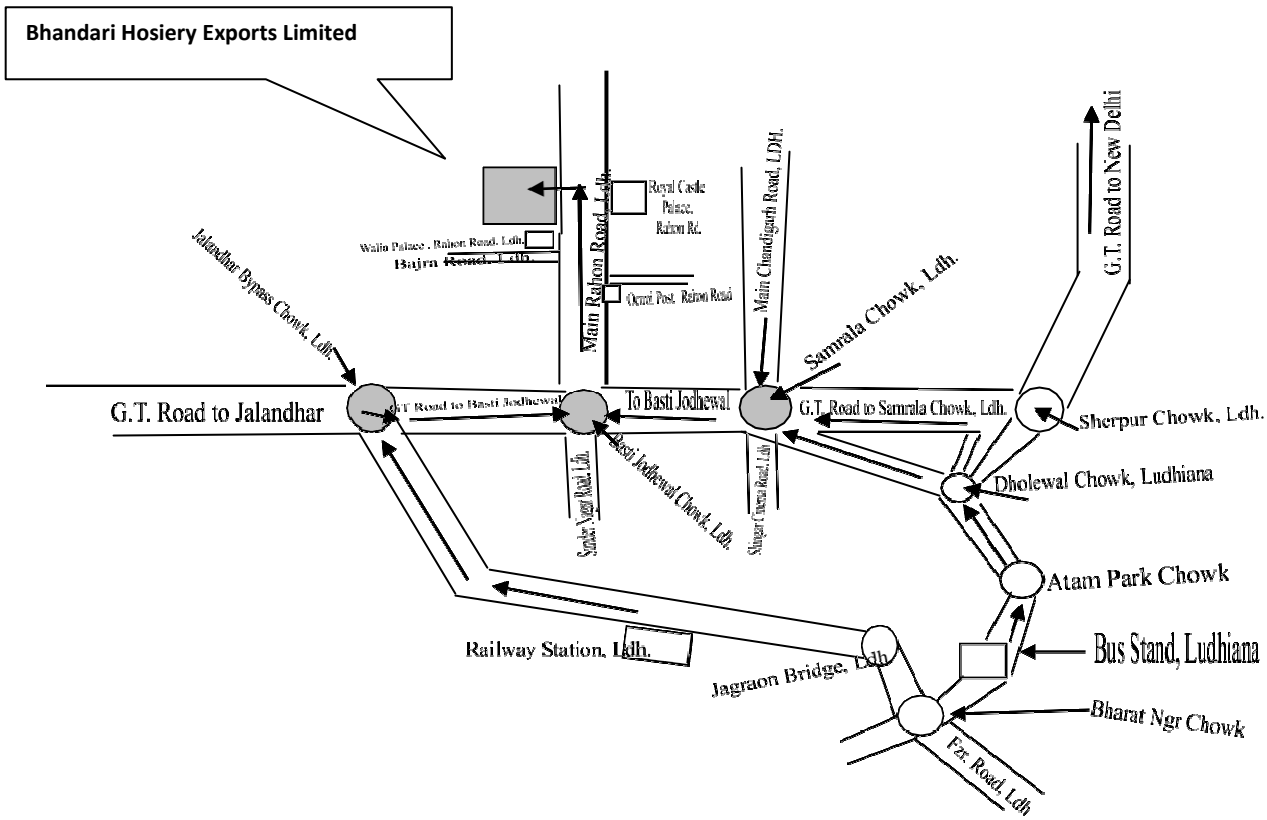
ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING OF
BHANDARI HOSIERY EXPORTS LIMITED
REGD. OFF: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 PUNJAB
CIN: L17115PB1993PLC013930
The 28th Annual General Meeting of the Members of the Company to be held on Thursday, the 30th day of September, 2021 at 9.30 A.M. at the Registered Office of the Company.