



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)

To

BSE LIMITED FLOOR 25, FEROZE JEEJEEBHOY TOWERS DALAL STREET MUMBAI-400001 PHONE: 022-22721233-34	NATIONAL STOCK EXCHANGE LIMITED EXCHANGE PLAZA, BANDRA KURLA COMPLEX BANDRA EAST MUMBAI-400051 BOARD: 022-26598100(EXTN:22348) DIRECT: 022-26598346
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SUB: Voting Results of 26th Annual General Meeting along with Scrutinizers Report.

Dear Sir/Madam,

We hereby enclose results of 26th Annual General Meeting of the company held on Saturday, 28th September, 2019, commenced at 9:10 A.M. at Bhandari House, Village Meharban, Rahon Road, Ludhiana, Punjab-141007 duly declared along with scrutinizers report.

Kindly take this in your records.

Thanking you

Yours Faithfully

For Bhandari Hosiery Exports Limited

Arpit Jain

Arpit Jain
Company Secretary





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26TH ANNUAL GENERAL MEETING HELD ON 28TH SEPTEMBER, 2019

Declaration of Results E-Voting and Ballot

As per the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Company had provided the facility for e-voting to the shareholders to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 26th Annual General Meeting (AGM). The E-voting was open from 25th September, 2019 to 27th September, 2019.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. . Therefore, at the 25th AGM, voting was conducted by means of ballot. The Board of Directors had appointed Mr. Rajeev Bhambri, Practicing Company Secretary (M. No.4327) as the Scrutinizer for e-voting and for the ballot / poll to be conducted at the AGM. The Scrutinizer have carried out the scrutiny of all the electronic votes received up to the close of working hours on 27th September, 2019.

S.No.	Particulars	Mode of E-Voting	Total votes	Favour		Against	
				Votes	%	Votes	%
1.	To receive, consider and adopt the Audited Financial Statements for the financial Year ended 31st March, 2019 together with the Reports of the Auditors and Directors thereon	E-VOTING	36549835	36549835	100.00	0	0.00
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	43860668	43860668	100.00	0	0.00
2.	To consider declaration of dividend on Equity Shares for the financial year ended 31st March, 2019	E-VOTING	36549835	36549835	100.00	0	0.00
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	43860668	43860668	100.00	0	0.00



3.	Sh . Nitin Bhandari (DIN 01385065), who retires by rotation at this meeting and being eligible offers himself for re-appointment	E-VOTING	51385	51385	100.00	0	0.00
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	7362218	7362218	100.00	0	0.00
4.	To Ratify The Appointment Of Statutory Auditors And Fix Their Remuneration	E-VOTING	36549835	36549650	99.99	185	0.01
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	43860668	43860483	99.99	185	0.01
5.	Approval to remuneration payable to Cost Accountant	E-VOTING	36549835	36549835	100.00	0	0.00
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	43860668	43860668	100.00	0	0.00
6.	Appointment of Mrs. Vibha Sharma as a Non-Executive Independent director	E-VOTING	36549835	36525835	99.92	24000	0.05
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	43860668	43836668	99.95	24000	0.05
7.	Appointment of Mr. Surinder Kumar Kapoor as a Non-Executive Independent director	E-VOTING	36549835	36549835	100.00	0	0.00
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	43860668	43860668	100.00	0	0.00
8.	To increase the overall limit of managerial remuneration payable by the Company to the Managing Director and other Directors of the Company	E-VOTING	51385	27385	53.29	24000	46.71
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	7362218	7338218	99.67	24000	0.33
9.	To Increase the remuneration limit for the Managing Director of the Company	E-VOTING	51385	27385	53.29	24000	46.71
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	7362218	7338218	99.67	24000	0.33
10.	To approve the upward revision of remuneration of Mr. Nitin Bhandari, the Managing Director of the Company	E-VOTING	51385	51200	99.64	185	0.36
		BALLOT	7310833	7310833	100.00	0	0.00
		TOTAL	7362218	7362033	99.90	185	0.10

Based on the report of Scrutinizer, all Resolutions as set out in the Notice of the 26th Annual General Meeting have been duly approved by the Shareholders with requisite majority. Hence, resolutions set out in the Notice of 26th Annual general Meeting of Bhandari Hosiery Exports Limited are declared as approved.

For Bhandari Hosiery Exports Limited


Arpit Jain
Company Secretary

Date: 29.09.2019

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]

**Chairman of Annual General Meeting of the Equity Shareholders of
Bhandari Hosiery Exports Limited**

**Held on Saturday, the 28th September, 2019 at 9.10 AM at
BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD,
LUDHIANA-141007 (PUNJAB) (INDIA).**

Dear Sir

I, Rajeev Bhambri, a Company Secretary in whole time practice, have been appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of **Bhandari Hosiery Exports Limited** held on Saturday, the 28th September, 2019 at 9.10 AM at Bhandari House, Village Meharban, Rahon Road, Ludhiana (Punjab), submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and its Rules. My responsibility as Scrutinizer is restricted to provide Report of votes cast "In favour", "Against" and "Invalid" votes based on the report generated from the electronic platform provided by CDSL, the authorized agency to provide e-voting facility, engaged by the company and from the physical voting done at the polling process at the site of holding meeting of shareholders.
2. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in the presence of Scrutinizer with due identification marks placed by him.
3. The locked ballot box was subsequently opened in the presence of Chairman, Scrutinizer and two witnesses and poll papers were diligently scrutinized by him. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations /proxies lodged with the Company.
4. I did not find any poll papers/evoting invalid.
5. The e-voting results were obtained from CDSL website and have been combined in this Report.
6. The combined result of the Physical Poll and Evoting is as under:




-1-

Resolution No.1 (Ordinary Resolution)									
1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and Profit & Loss Account for the period ended on that date together with the Reports of Directors and Auditors thereon.									
Total Votes exercised		43860668							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	14	36549835	100.00	0	0	0.00	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	
Total	47	43860668		0	0		0	0	
Resolution Passed with requisite majority									

Resolution No.2 (Ordinary Resolution)									
.2. Consideration of dividend									
Total Votes excersised		43860668							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	14	36549835	100.00	0	0	0.00	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	0.00
Total	47	43860668		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.3 (Ordinary Resolution)									
3. Re-appointment of Mr. Nitin Bhandari									
Total Votes excercised		7362218							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	6	51385	100.00	0	0	0.00	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	0.00
Total	39	7362218		0	0		0	0	0.00
Resolution Passed with requisite majority									



Resolution No.4 (Ordinary Resolution)									
4. Ratifying the Re-appointment of the Statutory Auditors									
Total Votes excercised		43860668							
Votes in favour of the Resolution				Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	13	36549650	99.9996	1	185	0.0004	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	0.00
Total	46	43860483		1	185		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.5 (Ordinary Resolution)									
5. Appointment of Mr. Khuswinder Verma as the Cost Auditor of the Company for the financial Year 2019-20									
Total Votes exercised		43860668							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	14	36549835	100.00	0	0	0.00	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	
Total	47	43860668		0	0		0	0	
Resolution Passed with requisite majority									

Resolution No.6 (Ordinary Resolution)									
6. Appointment of Mrs. Vibha Sharma as a Non-Executive Independent director									
Total Votes exercised		43860668							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting*	13	36525835	99.95	1	24000	0.05	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	0.00
Total	46	43836668		1	24000		0	0	0.00
Resolution Passed with requisite majority									



Resolution No.7 (Ordinary Resolution)									
7.Appointment of Mr. Surinder Kumar Kapoor as a Non-Executive Independent director									
Total Votes excercised		43860668							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	14	36549835	100.00	0	0	0.00	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	0.00
Total	47	43860668		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.8 (Special Resolution)									
8.To increase the overall managerial remuneration limit									
Total Votes exercised		7362218							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting*	5*	27385	99.67	1	24000	0.33	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	0.00
Total	38	7338218		1	24000		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.9 (Special Resolution)									
9.To Increase the remuneration limit for the Managing Director of the Company									
Total Votes exercised			7362218						
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting*	5*	27385	99.67	1	24000	0.33	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	0.00
Total	38	7338218		1	24000		0	0	0.00
Resolution Passed with requisite majority									



Resolution No.10 (Special Resolution)									
10.To approve the upward revision of remuneration of Mr. Nitin Bhandari, the Managing Director of the Company									
Total Votes excercised		7362218							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting*	5	51200	99.997	1	185	0.003	0	0	0.00
Physical Voting	33	7310833		0	0		0	0	
Total	38	7362033		1	185		0	0	
Resolution Passed with requisite majority									

* The votes of related parties not considered.

7. A Compact Disc (soft copy) of list of equity shareholders who voted "FOR", "AGAINST" and those whose Votes were declared invalid, if any, for each resolution is enclosed.

8. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



(RAJEEV BHAMBRI)
Company Secretary in Whole Time Practice
 CP No.9491
 Date: 29.09.2019
 Place: Ludhiana