



CORPORATE GOVERNANCE REPORT

(In Terms of Regulations 34 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V to the said regulations)

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations"). Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance includes transparency, accountability, reporting and independence.

1. COMPANY'S PHILOSOPHY

The Company strongly believes that establishing good corporate governance practices in each and every function of the Organization leads to achieve the sustainable growth and enhances the long term value for all stakeholders. The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it imperative to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate behaviors. The Company always strives to improve the performance at all levels by adhering to corporate governance practices such as managing its affairs with diligence, transparency, responsibility and accountability. We have, therefore, designed our systems and action plans to enhance performance and stakeholders value in the long run. To create a culture of good governance, constitution of Board Committees as a part of the Internal Control System, fair representation of non-executive and independent Directors on the Board, adequate and timely compliance, disclosure of information on performance, ownership and governance of the Company and payment of statutory dues.

The Company has complied with norms of Corporate Governance as required under the SEBI(LODR) Regulations,2015. The Company understands that compliances of applicable legislations and timely disclosures enhance the image of the Company as a good corporate citizen in the Country.

2. BOARD OF DIRECTORS

(i) **COMPOSITION:** At present, the Board of Directors of the Company consists of 4 Directors. One is Executive Chairman & Mg. Director. Two are Independent Director and Non-Executive Directors. The Composition of the Board is as per stipulated requirements. The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the Company. The Board meetings are pre-scheduled and are circulated to the Directors well in advance to facilitate the Directors to plan their schedules accordingly. In case of business exigencies, the Board's approval is taken through circular resolutions. The Circular resolutions are noted at the subsequent Board Meeting.

(ii) **BOARD MEETINGS:** During the Financial Year 2019-20, the Board met 5 times on 29.05.2019, 14.08.2019, 14.11.2019, 14.02.2020 and 17.03.2019. Following is the Composition of the Board Attendance and other memberships of the Directors of the Company:

Name of Director	Designation	Category	No. of Board Meetings attended	Attendance at the Last AGM	No. of Chairmanship/ Membership on the Board of other public Company	No. of Chairmanship/ Membership on the Committees of other public Company	Remarks
Mr. Nitin Bhandari	Chairman & Mg. Director	Promoter Director	5	Yes	NIL	NIL	
Ms. Vibha Sharma	Director/ Women Director	Non-Executive and Independent	3	Yes	NIL	NIL	
Mr. Vikas Nayyar	Director	Non Executive	5	Yes	NIL	NIL	
Mr. Surinder Kumar Kapoor	Director	Non – Executive and Independent Director	4	Yes	NIL	NIL	



Brief Profile of Directors:

NAME OF DIRECTOR	MS. VIBHA SHARMA (INDEPENDENT DIRECTOR)	MR. NITIN BHANDARI (CHAIRMAN & MG. DIRECTOR)	SH. VIKAS NAYAR (NON-EXECUTIVE DIRECTOR)	MR. SURINDER KUMAR KAPOOR	MR. RAJESH KUMAR
DIN	01729753	01385065	00071047	08442523	05160964
DATE OF BIRTH	15.07.1957	24.08.1983	11.10.1973	26.04.1956	20.02.1971
DATE OF APPOINTMENT	01.04.2019 (Resigned 15.02.2020) w.e.f.	23.11.2009	29.10.2004	01.06.2019	17.03.2020
QUALIFICATION	MA & PHD	MBA in Entrepreneurial Management from European Business School, London, U.K.	GRADUATION	B.Sc and CAIIB	PGDMIR (Post Graduate Diploma in Personal Management and Industrial Relation)
SHAREHOLDING IN THE COMPANY	NIL	25178300 (17.18%)	NIL	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS OF THE COMPANY	NIL	NIL	NIL	NIL	NIL
DIRECTORSHIP/ CHAIRMANSHIP IN OTHER PUBLIC COMPANIES	NONE	NONE	NIL	NIL	NIL
MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF BOARD OF OTHER COMPANIES	NIL	NIL	NIL	NIL	NIL
EXPERTISE	Mrs. Vibha Sharma aged about 62 years has an experience of industry and business including herbs import and export and she had been a role playing director/major stakeholder in company like S V Herbs Pvt Ltd. in which she is presently a Director also. She is a Post Graduate and Doctorate in Arts therefore she is proposed to be appointed as Independent Director.	Mr. Nitin Bhandari aged 35 years has done Master of Business Administration in Entrepreneurial Management from European Business School, London, U.K. He has developed vast experience in the fields of Finance, production management, merchandising, setting up of new textiles projects, their modernization and expansion, viability, liaison with foreign and domestic buyers, marketing, cost & wastage control etc.	Mr. Vikas Nayyar has the exposure and experience of around 19 years of Knitting, Hosiery and Embroidery business, fund planning and resources maintenance. He has developed vast experience in the fields of merchandising, optimizing costing and reducing wastage, Retailing, Domestic Markets and contributed a lot to the growth of the company.	Mr. Surinder Kumar Kapoor aged 63 years and being retired government officer has rich experience of 39 years. He had been active Manager and worked in the State bank of India for about 39 years on different levels and position. He has worked as AGM for 11 Years in SBI, DGM for 3 years and has been Inspection and Regional Head for many years all over India. Mr. Surinder Kumar Kapoor has great expertise in Credit Management and HR over so many years.	Mr. Rajesh Kumar aged 49 Years has a rich experience in HR industry. He is Post Graduate with Diploma in Personal Management and Industrial Relations (PGDMIR). He has more than 27 years of experience in HR Management and Time Keeping. He is also the head of HR Department of Bhandari Hosiery Exports Limited. and served as HR executive in various other Companies also. Mr. Rajesh Kumar is currently not serving as Director in any other Company. His valuable interactive and management skill shall be of value for the management of the Company.



INFORMATION AVAILABLE TO BOARD

The Board has complete access to all the relevant information within the Company, and to all our employees. The information regularly supplied to the Board specifically includes:

- Annual operating plans, budgets and any updates therein;
- Capital budgets and any updates therein;
- Quarterly results for the Company and its operating / business segments;
- Minutes of meetings of Audit Committee and other committees of the Board of the Company
- Information on recruitment/remuneration of senior officers just below board level;
- Material show cause, demand, prosecution notices and penalty notices, if any;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any;
- Any material default in financial obligations to and by the Company.
- Any issue which involves possible public or product liability claims of substantial nature, if any;
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations like signing of wage agreement, implementation of Voluntary Retirement Scheme etc;
- Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Status of compliance of any regulatory, statutory nature or listing requirements and shareholders service;
- All proposals requiring strategic decisions;
- Regular business updates.

The above information is generally provided as part of the agenda papers of the board meeting and/or is placed at the table during the course of the meeting.

BOARD PROCEDURE

The annual calendar of Board Meetings is the beginning of the financial year. The Agenda is circulated in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. The Board is also kept informed of major events/items and approvals taken wherever necessary.

PERFORMANCE EVALUATION:

In compliance with the provisions of the Companies Act, 2013 (the Act) and applicable clauses of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board, during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board s functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

INDEPENDENT DIRECTORS' MEETING:

In compliance with Section 149(8) of the Act read along with Schedule IV of the Act and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors met on 14.02.2020 inter alia, to discuss:

- (a)Evaluation of the performance of non- Independent Directors and the Board as a whole;
- (b)Evaluation of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c)Evaluation of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All the Independent Directors were present at the meeting.



FAMILIARISATION PROGRAMME FOR DIRECTORS

Your company follows a structured familiarization programme through various reports and internal policies for all the Directors with a view to update them on the Company's policies on a regular basis. Letter of Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction program including the presentation from the Chairman cum Managing Director and CEO on the Company's manufacturing, marketing, finance and other important aspects. All our Directors are aware and also updated, whenever required, of their role, responsibilities, liabilities and obligations under the provisions of the Companies Act, 2013 and Rules made thereunder and Agreement/ Regulation 25 of the Listing Regulations, 2015. The details of the Familiarization Programmes for Independent Directors are made available on Company's website i.e. www.bhandariexport.com. The evaluation process for the financial year 2019-20 has been completed.

CODE OF CONDUCT:

The Board of Directors of the Company have adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel.

In terms of the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company. All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2020 and a declaration to that effect signed by the Chairman & Managing Director is attached and forms part of this report.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has a Code of Conduct for Prevention of Insider Trading in the shares and securities of the Company as required under SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct To Regulate, Monitor and Report Trading By Insiders and Code of Practices and Procedures For Fair Disclosure of Unpublished Price Sensitive Information. All Directors, insiders and designated persons who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code.

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

All the Board Members and senior management personnel of the Company have affirmed compliance of the Code of Conduct for the year ended 31st March, 2020. A declaration to that effect signed by the Chairman & Managing Director is attached and forms part of the Annual Report of the Company.

3. COMMITTEES OF THE BOARD

(i) Audit Committee:

The company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations. During the Financial Year 2019-20. The Audit Committee consisted of 3 directors as under:

- | | | |
|------------------------------|---|---|
| 1. Mr Surinder Kumar Kapoor. | - | Chairman (Non-Executive and independent Director)** |
| 2. Mrs. Vibha Sharma | - | Member (Non-Executive and independent Director) * |
| 3. Shri Nitin Bhandari | - | Member (Executive Director) |

The Company Secretary is secretary to this Committee.

Terms of reference: The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's risk management policies. The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as well as Section 177 of the Companies Act, 2013.



The Audit Committee met six times during the financial year 2019-20, on 29.05.2019 , 14.08.2019, 14.11.2019, 14.02.2020 and 17.03.2019. Mr. Nitin Bhandari, Mr. Surinder Kumar Kapoor and Ms. Vibha Sharma attended the Audit Committee Meetings.

*Mrs. Vibha Sharma resigned w.e.f. 15.02.2020

**Mr. Surinder Kumar Kapoor appointed w.e.f. 01.06.2019

Note: Mrs. Vibha Sharma has resigned from the office so we appointed Mr. Rajesh Kumar the Non Executive Director of the Company as Interim member of the Audit Committee for the Quorum of the Meeting of the Audit Committee w.e.f. 17.03.2020 and in the Board meeting held on 29.05.2019 the Audit Committee was reconstituted where Mr. Surinder Kumar Kapoor was appointed as the Chairman instead of Mrs. Vibha Sharma w.e.f 01.06.2019.

(ii) **Stakeholders Relationship Committee**

The Board has formed an Investors Grievance Committee named as Stakeholder's Relationship Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Rules made there under to specifically look into the redressal of investors complaint like transfer of shares, non receipt of balance sheet or non receipt of credit of shares into the Demat account etc. The Committee also approves issue of duplicate share certificate(s) and other related matters and oversees and reviews all matters connected with the share transfer. The Committee is consist of following Directors:

- | | | |
|-------------------------------|---|---|
| 1. Shri Vikas Nayar | - | Chairman (Non-Executive Director) |
| 2. Shri Nitin Bhandari | - | Member (Executive Director) |
| 3. Mr. Surinder Kumar Kapoor- | | Member (Non-Executive and Independent)* |

The Company Secretary of the Company is Secretary of this Committee and is the Compliance Officer of the Company. During the year 2019-20, the Stakeholders Relationship Committee met 5 times on 29.05.2019, 14.08.2019, 14.11.2019, 14.02.2020 and 17.03.2019 which were attended by all the Members respectively.

*Ms. Manmeet Sikka retired from the post w.e.f 01.04.2019 and in place of her Mrs. Vibha Sharma was appointed as the member of the Stakeholder Relationship Committee. Mr. Surinder Kumar Kapoor was brought in place of Mrs. Vibha Sharma w.e.f. 01.06.2019 in the meeting of Committee held on 29.05.2019

During the financial year, the Company had received only one complaint and the same was resolved and disposed off immediately. The Company's complaint redressal systems are in order. There is no pendency in respect of shares received for transfer during the year 2019-20. The Company has designated Email Address exclusively for redressal of investors Complaints i.e. investor@bhandariexport.com and the same is also mentioned at the Company s Website.

(iii) **Nomination and Remuneration Committee -**

In compliance with Section 178 of the Companies Act, 2013, the Board has a duly constituted "Nomination and Remuneration Committee" . During the financial Year 2019-20. The Nomination and Remuneration Committee is presently consist of 4 directors as under:

- | | | |
|----|--------------------------|---|
| 1. | Mr.Surinder Kumar Kapoor | -Chairman/ Non Executive & Independent Director |
| 2. | Mrs. Vibha Sharma | -Member/ Non Executive & Independent Director* |
| 3. | Shri Vikas Nayar | -Member/ Non Executive Director |
| 4. | Shri Nitin Bhandari | -Member |

During year 2019-20, three Meetings of Nomination and Remuneration Committee were held on 29.05.2019, 14.08.2019, 14.11.2019 and 17.03.2020 which were attended to by all the respective Members of the Committee. All Meetings were attended by Mr. Surinder Kumar Kapoor , Ms.Vibha Sharma, Mr. Nitin Bhandari, and Mr. Vikas Nayar.

*Mr. Arun Kumar Oberoi resigned w.e.f. 23.04.2019 and Mrs. Vibha Sharma also resigned from the office w.e.f. 15.02.2020.

Note: Mrs.Vibha Sharma was appointed as the Chairman of the Nomination & Remuneration Committee w.e.f. 01.04.2019 and in the Board meeting held on 29.05.2019 the Nomination & Remuneration Committee was reconstituted where Mr. Surinder Kumar Kapoor was appointed as the Chairman instead of Mrs. Vibha Sharma w.e.f 01.06.2019.



Terms of reference: The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013. The objectives of constituting of Nomination and Remuneration Committee are as follow:

1. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
2. The Nomination and Remuneration Committee shall, while formulating the above policy shall ensure that—
 - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

(iv) Corporate Social Responsibility Committee

As per the Audited Financial Statements of the Company for the year 2019-20, the provisions of Section 135 read with Schedule VII and Companies Corporate Social Responsibility) Rules, 2014 of the Companies Act, 2013 became applicable to the Company with effect from financial year 2019-20. So in accordance with the provisions of Section 135 of the Companies Act, 2013 read with schedule VII of the Said Act and further read Companies (Corporate Social Responsibility) Rules, 2014, "Corporate Social Responsibility Committee" was constituted w.e.f. 28.05.2016 consisting of following persons as Members/ Chairman :

SR.	NAME OF THE DIRECTOR	DESIGNATION
1	MR. NITIN BHANDARI (CHAIRMAN & MG. DIRECTOR)	CHAIRMAN
2	Mr. SURINDER KUMAR KAPOOR (INDEPENDENT DIRECTOR)*	MEMBER
3	MR. VIKAS NAYAR (DIRECTOR)	MEMBER

*Ms. Manmeet Sikka retired from the post w.e.f 01.04.2019 and in place of her Mr. Surinder Kumar Kapoor was appointed as the member of the CSR Committee w.e.f. 01.06.2019.

Key Responsibilities of the CSR Committee:

- Formulate, monitor and recommend to the Board CSR Policy and the activities to be undertaken by the Company.
- Recommend the amount of expenditure to be incurred on the activities undertaken.
- Review the Company s performance in the area of CSR.
- Evaluate the social impact of the Company s CSR activities.
- Review the Company s disclosure of CSR matters, including any annual social responsibility report.
- Review the CSR Report, with the Management, before submission to the Board for approval.
- Establish a monitoring mechanism to ensure that the funds contributed by the Company are spent for the intended purpose only.

The CSR Policy of the Company is available at Website of the Company i.e. www.bhandariexport.com. During year 2019-20, two Meetings of CSR Committee were held on 18.11.2019 and 14.02.2020 which were attended to by all the respective Members of the Committee.



4. POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

I. POLICY

A. NON EXECUTIVE DIRECTORS -CRITERIA OF SELECTION

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

REMUNERATION OF NON EXECUTIVE DIRECTORS:

- i. A Non Executive Independent Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

B. MANAGING DIRECTOR - CRITERIA FOR SELECTION /APPOINTMENT

For the purpose of selection of the MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

REMUNERATION FOR MANAGING DIRECTOR

- i. At the time of appointment or re-appointment, Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and Chairman & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
 - a. the relationship of remuneration and performance benchmarks is clear;
 - b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c. responsibility required to be shouldered by Chairman & Managing Director, the industry benchmarks and the current trends;
 - d. the Company's performance vis-à-vis the annual budget achievement and individual performance.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure / consider the following:



- i. the relationship of remuneration and performance benchmark is clear;
- ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- iii. the remuneration including annual increment is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance.

5. TERMS OF APPOINTMENT & REMUNERATION

I-Chairman & Managing Director

The tenure of office of the Managing Director is for 3 years and will expire on 21.11.2020. The Board of Directors, have, in their Meeting held on 29.05.2017 re-appointed him as Chairman & Mg. Director and CEO of the Company at existing remuneration, for a period of 3 year w.e.f.22.11.2017 as recommended by Nomination and Remuneration Committee, along with approval of Members at the 24th Annual General Meeting. There is no separate provision for payment of severance fees.

The tenure of office of the Managing Director is for 3 years which will expire on 21.11.2020. The Board of Directors of the Company in their meeting held on 18.08.2020 re-appointed him as the Chairman, Cum Mg Director of the Company at existing remuneration, for a period of 3 years w.e.f. 22.11.2020 as recommended by Nomination & Remuneration Committee, subject to the approval of the members at ensuing General Meeting. There is no separate provision for payment of severance fees.

II. REMUNERATION OF DIRECTORS

Details of remuneration paid to the Directors are given in Form MGT – 9.

6. DISCLOSURES AND COMPLIANCES

A. Related Party Transactions

During the year 2019-20, the Company has entered into following transactions with related parties, in ordinary course of business and at arm's length basis:

Nature of Transactions	Key Management Personnel having relation with Related Party	Enterprises over which KMP is able to exercise significant influence	Total (Amt. in Rs.)	Total (Amt. in Rs.)
			2019-20	2018-19
(1)	(2)	(3)	(4)	(4)
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Bhandari Knit Exports (now converted to M/s Tikani Exports Limited w.e.f. 23.08.2019)	46,781,042	147,729,177
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	30,603,590	0
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Bhandari Knit Exports (now converted to M/s Tikani Exports Limited w.e.f. 23.08.2019)	78,235,808	84,205,364
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	7,552,204	0
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	TBD Trading Company	0	0
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Amaira Texties Mills Plc	28,08,300	0
Closing bal of Loan from Mr. Nitin Bhandari, Chairman & Managing Director	Nitin Bhandari and his Relatives	All mentioned above	90,900,000	87,400,000

Others- Subsidiary Company/ Holding Company/ joint Ventures- NIL/Not Applicable.

All related party transactions entered into during the financial year were on an arm's length basis and in the ordinary course of the business of the Company. All related party transactions are placed before the Audit Committee of the Board of Directors for its approval. Prior omnibus approval of the Audit



Committee of the Board of Directors is obtained for the transactions, which are of foreseen and repetitive nature. A statement giving details of all related party transactions, entered pursuant to the omnibus approval so granted, is placed before the Audit Committee of the Board of Directors for its review on a quarterly basis.. The policy on Related Party Transactions as approved by the Board is hosted on the Company's website. During the year under reference, no Material Related Party Transactions, were entered in terms of the provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. DISCLOSURES

- a. During the financial year ended 31st March, 2020 there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- b. Neither were any penalties imposed, nor were any strictures passed by Stock Exchange or SEBI or any statutory authority on any capital market related matters during the last three years.
- c. The Company has announced Whistle Blower policy. All the personnel of the company have the access to the Audit Committee.
- d. The Company has complied with the mandatory requirements of the Listing Regulation.
- e. The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.
- f. The Company does not have any subsidiary but it has framed a Material Subsidiary Policy and the same is placed on the Company's website and the web link for the same is www.bhandariexport.com.
- g. The company has framed Related Party Transaction Policy and is placed on the Company's website and the web link for the same is www.bhandariexport.com.
- h. During the financial year ended 31st March, 2019 the company did not engage in commodity hedging activities.

C. COMPLIANCE

- a. There has been no instance of non-compliance of any requirement of Corporate Governance Report.
- b. The Company has fully complied with the applicable requirements specified in Reg. 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46.
- c. The company has followed accounting treatment as prescribed in Indian Accounting Standards applicable to the Company.

D. ADOPTION OF NON-MANDATORY REQUIREMENTS

I. The Board

Since the Company does not have a Non-Executive Chairman, it does not maintain such office.

II. Shareholder Rights

Quarterly/Half yearly/yearly financial results are forwarded to the Stock Exchanges and also uploaded on the website of the Company. The same are also published in required newspapers.

III. Audit Qualifications

There was no audit qualification in the Auditors Report on the Company's financial statements for the year 2019-20.

IV. Reporting of Internal Auditor

The Internal Auditor of the Company reports to the Audit Committee.

E. Disclosure of relationship between Directors inter-se:

None of the Director is related to each other.

F. Disclosure of shares/ convertible instruments held by Non- Executive Directors as on 31.03.2020

a. SHARES

1. Shri Vikas Nayyar	Nil
2. Ms. Vibha Sharma (retired w.e.f. 15.02.2020)	Nil
3. Mr. Surinder Kumar Kapoor	Nil

b. CONVERTIBLE INSTRUMENTS

There are no outstanding convertible Instruments as at 31.03.2020.



G. Disclosure as to Public/ Rights/Preferential Issues/Bonus Issue/Sub-division etc.

During the year under review, the Company has not issued any equity shares/ shares with differential voting rights or granted stock options or issued sweat equity or purchased its own shares. There were no additions/reductions during the financial year 2019-20, in share capital of the Company by way of Public/ Rights/Bonus/preferential issues/ buy back , conversions etc. or any other changes.

7. CODE OF CONDUCT

The Company had adopted the Code of Conduct for all the Board members and senior management personnel. Further all the Board members and senior management personnel have affirmed the compliance with the respective Code of Conduct. A declaration to this effect signed by the Chairman & Managing Director forms part of this report.

8. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 and the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Vigil Mechanism for directors and employees to report genuine concerns about any instance of any irregularity, unethical practice and/or misconduct. The Mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.bhandariexport.com. We affirm that during the financial year 2019-20, no employee was denied access to the Audit Committee.

9. COMPLIANCE WITH CODE OF CONDUCT

The Company has adopted a “Code of Conduct for Directors and Senior Management Personnel”. The Directors and Senior Management Personnel have given an Annual Affirmation during the year 2019-20, to this Code. The said Code has also been placed by the Company on its website i.e. www.bhandariexport.com

10. GENERAL BODY MEETINGS

(i) Details of last three Annual General Meetings (AGMs) is as follows:

Meeting	Day	Date	Time	Venue	No. of Special Resolutions
26 TH AGM	Saturday	28.09.2019	9.10 A.M.	Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007 (Pb.	5
25 TH AGM	Friday	28.09.2018	9.10 A.M.	Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007 (Pb.	1
24 TH AGM	Tuesday	26.09.2017	9.10 A.M.	Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007 (Pb.	1

(ii) No Extra Ordinary General Meetings were held during the Financial year 2019-20.

(iii) Number of resolutions passed through postal ballot during the financial year 2019-20 was NIL.

(iv) At the ensuing Annual General Meeting, there is no resolution which is proposed to be passed by postal ballot.

11. CEO/CFO CERTIFICATION

The Chairman & Managing Director and Chief Financial Officer have certified to the Board, inter-alia, the accuracy of Financial Statements and adequacy of Internal Controls for the financial reporting purpose as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31st March, 2020.

12. MEANS OF COMMUNICATION:

The Company communicates with the shareholders through its Annual Reports, Publication of quarterly Results, press releases and reports and returns filed with Stock Exchanges and Registrar of Companies etc. The financial results are normally published in Financial Express and Nawa Zamana/Desh Sewak. All information including business updates, product, process, financials such as Annual Reports, Quarterly results, Shareholding Pattern, different codes are also available on the Company's Website i.e www.bhandariexport.com and information about it is also given in the Annual Reports and publications made by the Company. The Investor Complaints are processed in a centralized web based complaints redressal system on www.scores.gov.in, a website maintained by SEBI (Securities and Exchange Board of India). The main feature of this system is central database of all complaints, online upload of action taken reports (ATR



s) by the concerned companies and online view by investors of action taken on complaints and its current status. The Company had dispose of all the pending complaints filed through scores.

13. GENERAL SHAREHOLDERS INFORMATION:

A. 26th ANNUAL GENERAL MEETING

DATE 28.09.2020
TIME 9.30 A.M.
DAY Monday
VENUE Regd.Office At Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007 PB. INDIA

B. FINANCIAL CALENDAR 2020-21 (TENTATIVE)

FIRST QUARTER RESULTS : MIDDLE OF AUGUST/ SEPTEMBER, 2020
SECOND QUARTER RESULTS : MIDDLE OF NOVEMBER, 2020
THIRD QUARTER RESULTS : MIDDLE OF FEBRUARY, 2021
FOURTH QUARTER RESULTS AND YEARLY : MIDDLE OF MAY, 2021
ANNUAL ACCOUNTS/NOTICE : AUGUST, 2021

- C. 1. BOOK CLOSURE DATES : 22.09.2020 TO 28.09.2020 (BOTH DAYS INCLUSIVE)**
2. CUT OFF DATE : 21.09.2020
3. LAST DATE OF RECEIVING PROXY: 26.09.2020
4. E-VOTING START DATE : WEDNESDAY, THE 25TH SEPTEMBER,2020 (9.00 A.M.)
5. E-VOTING END DATE : FRIDAY, THE 27TH SEPTEMBER,2020 (5.00 P.M.)

D. FINAL DIVIDEND PAYMENT DATE :

Dividend, if any, declared in the next AGM will be paid on or after 28th September,2020,but before the statutory time limit of 30 days from the date of declaration.

E. LISTING: The Securities of the Company are listed at following stock Exchanges:

- BSE LIMITED (BSE)**, Feroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
- NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)**, Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400051

BSE SCRIP CODE 512608
NSE SCRIP CODE BHANDARI
ISIN INE474E01029 (New ISIN allotted on Sub-Division)
FACE VALUE Re. 1/- PER SAHRE

The Company has duly paid the Listing fees to the aforesaid Stock Exchanges upto Financial Year 2020-21.

F. STOCK MARKET DATA

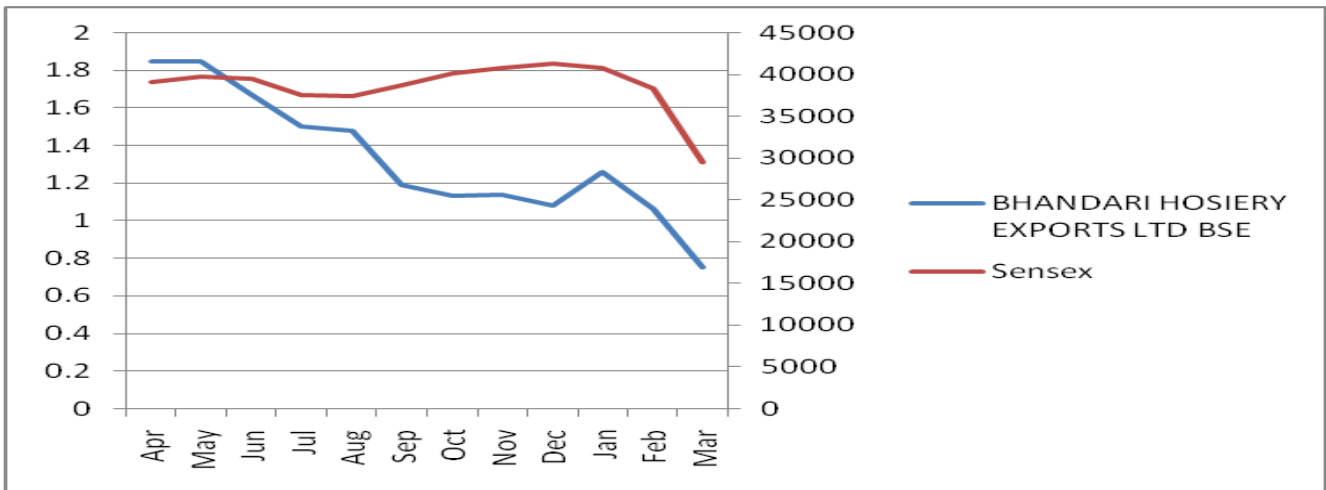
The month wise highest, lowest and closing stock prices vis a vis BSE Sensex during the financial year 2019-20 are given below:

Month	BHANDARI HOSIERY EXPORTS LIMITED PRICES AT BSE (RS.)			BSE SENSEX			BHANDARI HOSIERY EXPORTS LIMITED PRICES AT NSE (RS.)			NSE NIFTY 50		
	High	Low	Close	High	Low	Close	High	Low	Close	High	Low	Close
Apr-19	2.20	1.83	1.85	39487.45	38460.25	39031.55	2.10	1.85	1.85	11856.15	11549.1	11669.15
May-19	2.25	1.66	1.85	40124.96	36956.1	39714.2	2.25	1.70	1.85	12041.15	11108.3	11724.75
Jun-19	1.99	1.60	1.67	40312.07	38870.96	39394.64	1.90	1.60	1.65	12103.05	11625.1	12088.55
Jul-19	1.75	1.19	1.50	40032.41	37128.26	37481.12	1.75	1.50	1.55	11981.75	10999.4	11865.6
Aug-19	1.78	1.19	1.48	37807.55	36102.35	37332.79	1.60	1.20	1.45	11181.45	10637.15	10980
Sep-19	1.51	1.00	1.19	39441.12	35987.8	38667.33	1.50	1.15	1.15	11694.85	10670.25	10797.9
Oct-19	1.38	0.95	1.13	40392.22	37415.83	40129.05	1.25	1.00	1.10	11945	11090.15	11359.9
Nov-19	1.39	0.91	1.14	41163.79	40014.23	40793.81	1.35	1.10	1.10	12158.8	11802.65	11890.06
Dec-19	1.20	1.01	1.08	41809.96	40135.37	41253.74	1.20	1.00	1.10	12293.9	11832.3	12048.2
Jan-20	1.58	1.06	1.26	42273.87	40476.55	40723.49	1.45	1.05	1.25	12430.5	11929.6	12182.5
Feb-20	1.26	1.00	1.06	41709.3	38219.97	38297.29	1.25	1.00	1.05	12246.7	11175.05	11661.85
Mar-20	1.10	0.54	0.75	39083.17	25638.9	29468.49	1.05	0.55	0.75	11433	7511.1	11132.75



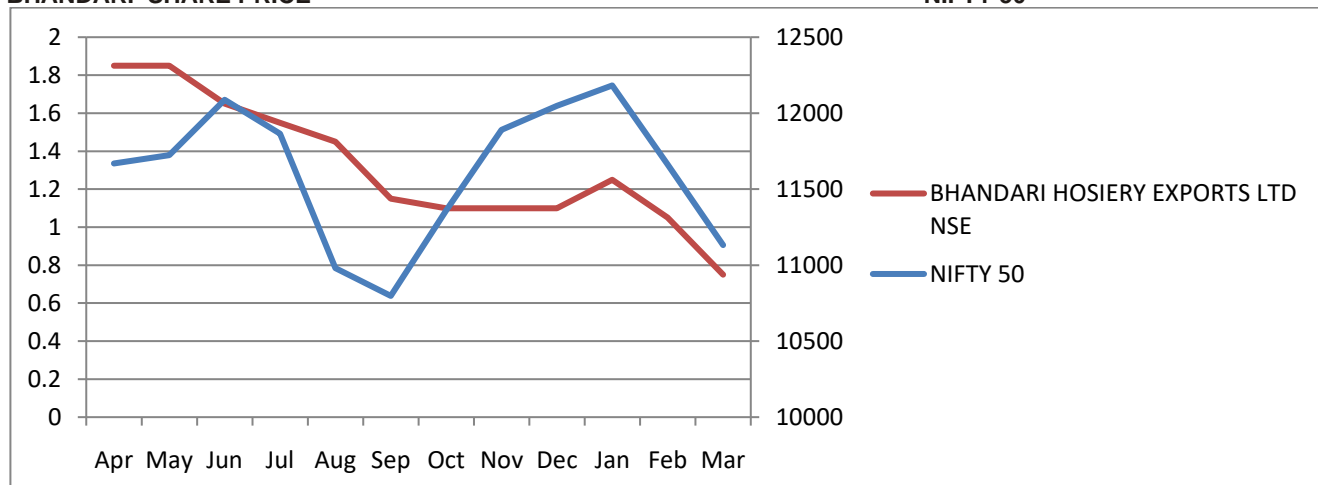
BHANDARI SHARE PRICE

SENSEX



BHANDARI SHARE PRICE

NIFTY 50



G. REGISTRAR AND SHARE TRANSFER AGENT :

In accordance with the Circular of Securities and Exchange Board of India (SEBI), the work of physical share transfer of the Company is with M/S **LINK INTIME INDIA PVT LTD., Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, EMAIL: DELHI@LINKINTIME.CO.IN, PHONES: 011- 41410592-94, FAX: 011- 41410591.** Electronic Mode i.e dematerialization of shares is already done through them. Thus activities of share transfer and de-mat are at single point with them. The ISIN of the Company is : INE474E01029. The shares of the Company are traded compulsorily in Demat form on BSE and NSE. The Company has participation as an issuer with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). All the fees to both Depositories stands paid till date. The shareholders may operate through any depository.

H. SHARE TRANSFER SYSTEM:

The company's shares are in compulsory dematerialized list and are transferable through depository system. Shares in physical form are processed and approved by **LINK INTIME INDIA PVT LTD., Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, EMAIL: DELHI@LINKINTIME.CO.IN, PHONES: 011- 41410592-94, FAX: 011- 41410591** who are the RTAs of the Company to handle both physical and demat of shares activities and transfers are approved/taken note of by the Stakeholders Relationship Committee. The physical share transfers are generally processed within a period of 15 days from the date of receipt of transfer documents by RTAs. Physical Share Transfers are normally completed/replied within 15 days by RTAs .



I. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2020

SR. NO.	SHARES RANGE			NUMBER OF HOLDERS	% OF TOTAL HOLDERS	NO. OF SHARES	% OF SHARES
		to					
1	1	to	500	3651	26.8515	732793	0.5001
2	501	to	1000	1899	13.9663	1755196	1.1979
3	1001	to	2000	3917	28.8078	5788800	3.9507
4	2001	to	3000	852	6.2661	2308405	1.5754
5	3001	to	4000	362	2.6624	1359550	0.9278
6	4001	to	5000	754	5.5453	3652264	2.4926
7	5001	to	10000	996	7.3251	8091998	5.5225
8	10001	to	Above 10001	1166	8.5754	122837944	83.8330
Total				13597	100.0000	146526950	100.00

J. COMPLIANCE WITH MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has fully complied with the applicable requirements as laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of ensuring Corporate Governance.

K. SHAREHOLDING PATTERN OF THE COMPANY AS ON 31.03.2020

CATEGORY	NO. OF SHARES OF FACE VALUE OF RS. 1/- EACH	% OF SHAREHOLDING
Promoters/ Promoters Group	3,65,53,132	24.95
Mutual Funds	0	0
Banks, FIs, Etc.	0	0
Foreign Portfolio Investors	398,194	0.27
Nationalised Bank	12,635	0.01
Private Corporate Bodies	14,68,051	1.00
Non Resident Indians	51,00,795	3.48
Central/ State Govt.	0	0
Indian Public	10,28,45,331	70.19
Clearing Members	148,812	0.10
GRAND TOTAL	146,526,950	100.00

L. SHAREHOLDING OF DIRECTORS AS ON 31.03.2020

The shareholding of the all the Directors in the Equity Share Capital of the Company is given as follows:

Name of Directors	Number of Shares held as on 31.03.2020
Mr. Nitin Bhandari	25178300 (17.18%)
Ms. Vibha Sharma	NIL
Mr. Vikas Nayar	NIL
Mr. Surinder Kumar Kapoor	NIL
Mr. Rajesh Kumar	NIL

M. DEMATERIALISATION OF SHARES:

As on 31.03.2020 approx. 97.17% shares comprising 14,25,02,800 equity shares were dematerialized.

N. COMPLIANCE OFFICER :

Mr. Arpit Jain, Company Secretary, Phones +91-88720-16410, Fax 0161-2890394.
Email: cs@bhandariexport.com; investor@bhandariexport.com



O. CHAIRMAN & MG. DIRECTOR:

Shri Nitin Bhandari, Chairman cum Mg. Director, Phones +91-88720-16410, Fax 0161-2890394

P. CHIEF FINANCIAL OFFICER (CFO): Shri Manoj Kumar, Phones 88720-16410.

Q. DESIGNATED EMAIL ID FOR INVESTORS: investor@bhandariexport.com

R. GREEN INTITATIVE

The Ministry of Corporate Affairs has taken the Green Initiative in Corporate Governance by allowing paperless compliances by Companies through electronic mode. Your Company supports the Green Initiative. Your Company appeals to you, its shareholders, who are yet to register your E-mail addresses that you take necessary steps for registering the same so that you can also become a part of the initiative and contribute towards a Greener environment.

S. UNCLAIMED DIVIDENDS

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 2017-18. 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 2017-18 again @ 1% i.e. 0.01 per equity share of face value of Rs. 1/- each and then for the year 2017-18 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, 2017-18 and 2018-19 are requested to lodge their claims by quoting their respective Folio No./DPClient ID with Company.

T. OUTSTANDING GDRS/ADRS/WARRANTS

The company has not issued GDRs/ ADRs/Warrants as of March 31, 2020.

U. PLANT LOCATIONS:

Bhandari House, Village Meharban, Rahon Road, Ludhiana- 141007.

V. ADDRESS FOR CORRESPONDENCE:

REGD. OFFICE : BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007
PHONES : 88720-16410, FAX : 0161- 2890394; EMAIL : bhandari@bhandariexport.com

W. CORPORATE IDENTITY NUMBER (CIN):

Our Corporate Identity Number (CIN), allotted by Ministry of Company Affairs, Government of India is L17115PB1993PLC013930.

NOTE: The shareholders in respect of dematerialized shares should address correspondence to their respective Depository Participants (DPs)

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR UNDER REGULATIONS 26(3) OF THE LISTING REGULATIONS

To
The Members,
Bhandari Hosiery Exports Limited
Ludhiana

I, Nitin Bhandari, Chairman & Managing Director of Bhandari Hosiery Exports Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended March 31, 2020 affirmed compliance with the Code of Conduct laid down for the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Bhandari Hosiery Exports Limited
Sd/-
Nitin Bhandari
Chairman & Managing Director

June 30, 2020