



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)

Date: 17/09/2021

To
Listing Department
BSE Limited
Department of Corporate Services
P.J. Tower, Dalal Street,
Mumbai-400001,

Scrip Code: 512608

Sub: Application under Regulation 37 of SEBI (LODR) Regulations, 2015 for the Scheme of Merger of Tikani Exports Limited ("the Transferor Company") with Bhandari Hosiery Exports Limited ("the Transferee Company").

Dear Sir/Madam

This is to inform you that Board of directors of the company has approved the scheme of Merger of Tikani Exports Limited ("the Transferor Company") with and into Bhandari Hosiery Exports Limited ("the Transferee Company") and their respective shareholders at Board Meeting held on 30th August, 2021.

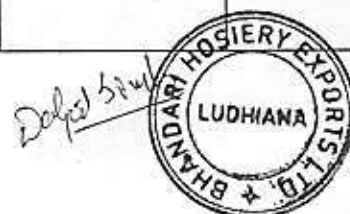
Pursuant to Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit, for your approval, the Scheme of Merger of the Transferor Company with the Transferee Company ("the Scheme") under Section 230 to 232 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).

Please note that BSE Ltd is the designated Stock Exchange (DSE) for the purpose of coordinating with SEBI.

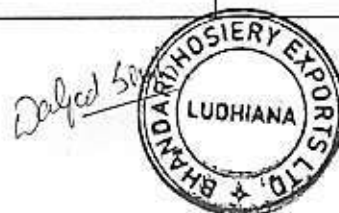


We hereby furnishing the following documents as per BSE Checklist:

Sr. No.	Documents to be submitted alongwith application under Regulation 37 of the LODR Regulations	Annexure	Page No.
1.	Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme.	Annexure I	1-6
2.	Certified copy of the draft Scheme of Amalgamation/Arrangement, etc. proposed to be filed before the NCLT.	Annexure II	7-34
3.	Valuation report from Registered Valuer, as applicable, as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended by SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020. The valuation report shall be as per the format given in Annexure I	Annexure III	35-61
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above. The Audit Committee report shall also comment on the following: <ul style="list-style-type: none"> • Need for the merger/demerger/amalgamation/arrangement • Rationale of the scheme • Synergies of business of the entities involved in the scheme • Impact of the scheme on the shareholders. • Cost benefits analysis of the scheme. 	Annexure IV	62-65
5.	Fairness opinion by Independent SEBI Registered Merchant Banker	Annexure V	66-71
6.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations,	Annexure VI	72-105
7.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as given in Annexure II	Word Format attached	
8.	Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies in the format as provided in Annexure III	Annexure VII	106
9.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure IV . Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	Annexure VIII	107-211



10.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no.CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure V	Annexure IX	212-215
11.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (format attached as Annexure VI).	Annexure X	216
12.	Report from the Committee of Independent Directors recommending the draft scheme taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the listed entity.	Annexure XI	217-219
13.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017(To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure VII)	Compliant Report will be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on the Exchange's Website as well as on company's Website.	
14.	If as per the company, approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no.CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not Applicable	
15.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor / Practicing CA / Practicing CS of the listed company as per Provisions of SEBI (ICDR) Regulations is to be provided. [Kindly refer Reg.158 of SEBI (ICDR) Regulations. The relevant date for determining the price shall be the date of approval of the scheme by the BOD of the company.]	Annexure XII	220-224



16.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Please refer Annexure I	1-6
17.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VIII .	Annexure XIII	225-228
18.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX	Annexure XIV	229-230
19.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure XV	231-234
20.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure X .	Annexure XVI	235-236
21.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI .	Annexure XVII	237-238
22.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	Annexure XVIII	239-385
23.	<p>a) Processing fee (non-refundable) will be payable to BSE as below, through Online Payment Gateway (via Net Banking Facility) in Listing Centre portal-Details given in Annexure XII</p> <p>Rs. 1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to De-merger</p> <p>Rs. 2,00,000/- plus GST as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure XII or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai'</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	Annexure XIX	386-388
24.	In case of scheme of demerger, additional documents as per		NA



	Annexure XIII are to be submitted.			
25.	<p>a) In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure XIV confirming compliance with the requirements of SEBI circular dated May 26, 2017.</p> <p>b) In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the requirements of SEBI circular Ref: CFD/DIL3/CIR/2017/105 dated September 21, 2017 by CS/MD and statutory auditor of the company.</p>			NA
26.	<p>If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure B of SEBI circular, SEBI/HO/CFD/DIL1/CIR/P/2019/192 dated September 12, 2019 which is also attached as Annexure XV</p> <p>[Note: In case there are no pending dues as mentioned above, please confirm the same]</p>		Annexure XX	389
27.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID	<p>Daljeet Singh (company Secretary) Mobile No: 88720-16434 cs@bhandariexport.com</p>		

We request you to take this on your record and give No Objection Certificate or Observation Letter for the Scheme of Merger.

Thanking You,
Yours' Faithfully,

For Bhandari Hospitality Exports Limited.

Daljeet Singh,
Company Secretary





Bhandari Hosiery Exports Ltd.

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E-mail : bhandari@bhandariexport.com Web : www.bhandariexport.com

(Corporate Identification No./CIN : L17115PB1993PLC013930)

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, 30TH DAY OF AUGUST, 2021 AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT BHANDARI HOSUE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA COMMENCE AT 03:00 P.M AND CONCLUDED AT 05:30 P.M.

The Chairman informed the board that board of directors passed scheme of merger of Tikani Exports Limited with and into Bhandari Hosiery Exports Limited in its meeting held on 09.11.2020. Then company applied for NOC from Designated Stock Exchange (BSE Limited) and SEBI. BSE rejected the application on basis of late filing of documents. After regular correspondence and follow up with BSE official, BSE advised to file fresh application with updated valuation report and fairness opinion. Also to file revised Scheme of Merger in case the existing share exchange ratio considered in the Scheme is changed/alterd due to fresh Valuation report. Now the chairman placed before the Board the revised draft Scheme of Arrangement with revised share exchange ratio as per valuation report for the merger of the 'Tikani Exports Limited' with and Bhandari Hosiery Exports Limited" for their approval.

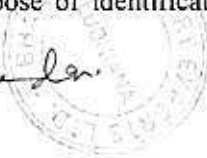
After deliberate discussions the following resolutions were passed:

"RESOLVED THAT, pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, subject to requisite approval of the shareholders and such other approvals, sanctions and permissions of the National Company Law Tribunal ("NCLT"), stock exchanges where the shares of the company are listed and other regulatory or government bodies/tribunals or institutions as may be applicable and pursuant to the recommendation of the Audit Committee, as per the terms and conditions mentioned in the Scheme of Merger (the Scheme) placed before the Board and initialled by the Chairman the Board of Directors hereby approve the revised draft Scheme of Arrangement ("Scheme") between Bhandari Hosiery Exports Limited ("Transferee Company) and Tikani Exports Limited (Transferor Company).

FURTHER RESOLVED that the Valuation Report dated 19.08.2021 prepared by Sh. Anil Rustgi, Registered Valuer for Financial Assets, on valuation of shares of M/s Bhandari Hosiery Exports Limited and Tikani Exports Limited, swap ratio and methodology adopted for valuation placed before the Board and initialled by the Chairman and Managing Director for the purpose of identification be and is hereby taken on record.

FURTHER RESOLVED that the Fairness opinion dated 24.08.2021 issued by M/s Sobhagya Capital Options Ltd., an Independent Merchant Banker on the Scheme and swap ratio placed before the Board and initialled by the Chairman and Managing Director for the purpose of identification be and is hereby taken on record.

Handwritten signature



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FURTHER RESOLVED that the Certificate dated 07.11.2020 issued by M/s Krishan Goel and Associates, Chartered Accountants as required under para (5) of the Circular No.CIR/CFD/CMD/16/2015 dated so" November, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the accounting treatment contained in the draft scheme of amalgamation is in compliance with all accounting standards placed before the Board and initialled by the Chairman and Managing Director for the purpose of identification be and is hereby taken on record.

RESOLVED FURTHER THAT Sh. Nitin Bhandari Managing Director or Sh. Daljeet Singh, Company Secretary of the Company be and are hereby severally authorized to take all the necessary steps for

(a) BSE Ltd be and is hereby chosen as designated stock exchange (DSE) for the purpose of coordinating with SEBI to obtain approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Filing of applications with the Hon'ble NCLT and/or such other competent authority as may be necessary and holding meetings of the shareholders/creditors of the Company as may be directed by the Hon'ble NCLT to give effect to the Scheme;

(c) Filing of petitions for confirmation of the Scheme with the NCLT and/or such other competent authority as may be necessary;

(d) For the above purposes, to engage advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

(e) Obtaining approval and represent before the Stock Exchanges, Registrar of Companies, Punjab, Regional Director Northern Region and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Merger;

(f) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;

(g) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors of the company for approving the Scheme of Merger and thereafter submit the same on receipt thereof to the High Court or any other appropriate authority;

(h) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;

(i) To take all procedural steps for having the Scheme of Merger sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;

(i) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

Nitin Bhandari



(k) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT, as may be expedient or necessary which does not materially change the substance of the Scheme.

(l) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, Punjab, The Regional Director, Northern region, and any concerned authorities and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.

Certified to be true

For Bhandari Hosiery Exports Ltd.

The block contains a handwritten signature in black ink that reads "Nitin Bhandari". To the right of the signature is a circular stamp. The text "BHANDARI HOSEIERY EXPORTS LTD." is written around the perimeter of the circle, and "LUDHIANA" is written at the bottom.

Nitin Bhandari

Managing Director

DIN: 01385065

**Add: Queens Enclave, South City,
Ayali Khurd, Ludhiana.**

TIKANI EXPORTS LIMITED

Regd. Office : KH # 400/413, Bhandari House,
Village Meharban, Rahon Road, LUDHIANA-141007 (india)
Phones : +91-88720 16409, +91-88720 16410
E-mail : tikaniexport@gmail.com
CIN : U18202PB2019PLC049906

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, 30TH DAY OF AUGUST, 2021 AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT KH 400/413 BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD LUDHIANA PB 141007 IN COMMENCED AT 10:00 AM AND CONCLUDED AT 11:00 AM.

The Chairman informed the board that board of directors passed scheme of merger of Tikani Exports Limited with and into Bhandari Hosiery Exports Limited in its meeting held on 09.11.2020. Then company applied for NOC from Designated Stock Exchange (BSE Limited) and SEBI. BSE rejected the application on basis of late filing of documents. After regular correspondence and follow up with BSE official, BSE advised to file fresh application with updated valuation report and fairness opinion. Also to file revised Scheme of Merger in case the existing share exchange ratio considered in the Scheme is changed/alterd due to fresh Valuation report. Now the chairman placed before the Board the revised draft Scheme of Arrangement with revised share exchange ratio as per valuation report for the merger of the 'Tikani Exports Limited' with and Bhandari Hosiery Exports Limited" for their approval.

After deliberate discussions the following resolutions were passed:

"RESOLVED THAT, pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, subject to requisite approval of the shareholders and such other approvals, sanctions and permissions of the National Company Law Tribunal ("NCLT"), and other regulatory or government bodies/tribunals or institutions as may be applicable and pursuant to the recommendation of the Audit Committee, as per the terms and conditions mentioned in the Scheme of Merger (the Scheme) placed before the Board and initialled by the Chairman the Board of Directors hereby approve the revised draft Scheme of Arrangement ("Scheme") between Bhandari Hosiery Exports Limited ("Transferee Company) and Tikani Exports Limited (Transferor Company).

FURTHER RESOLVED that the Valuation Report dated 19.08.2021 prepared by Sh. Anil Rustgi, Registered Valuer for Financial Assets, on valuation of shares of M/s Bhandari Hosiery Exports Limited and Tikani Exports Limited, swap ratio and methodology adopted for valuation placed before the Board and initialled by the Director for the purpose of identification be and is hereby taken on record.

FURTHER RESOLVED that the Fairness opinion dated 24.08.2021 issued by M/s Sobhagya Capital Options Ltd., an Independent Merchant Banker on the Scheme and swap ratio placed before the Board and initialled by the Director for the purpose of identification be and is hereby taken on record.

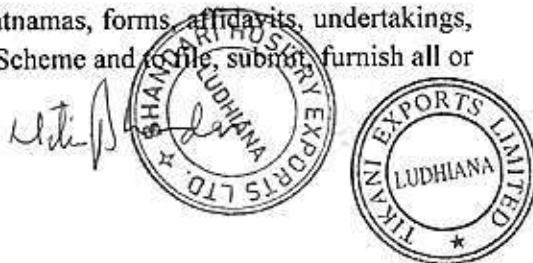


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FURTHER RESOLVED that the Certificate dated 07.11.2020 issued by M/s Vipin Kumar Aggarwal & Co, Chartered Accountants as required under para (5) of the Circular No.CIR/CFD/CMD/16/2015 dated so" November, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the accounting treatment contained in the draft scheme of arrangement is in compliance with all accounting standards placed before the Board and initialled by Director for the purpose of identification be and is hereby taken on record.

RESOLVED FURTHER THAT Sh. Nitin Bhandari, Director or Smt. Tanu Sharma Company Secretary or Sh. Suresh Tripathi of the Company be and are hereby severally authorized to take all the necessary steps for

- (a) Filing of applications with the Hon'ble NCLT and/or such other competent authority as may be necessary and holding meetings of the shareholders/creditors of the Company as may be directed by the Hon'ble High Court/NCLT to give effect to the Scheme;
- (b) Filing of petitions for confirmation of the Scheme with the NCLT and/or such other competent authority as may be necessary;
- (c) For the above purposes, to engage advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (d) Obtaining approval and represent before the Stock Exchanges, Registrar of Companies, Punjab, Regional Director Northern Region and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Merger;
- (e) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (f) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors of the company for approving the Scheme of Merger and thereafter submit the same on receipt thereof to the High Court or any other appropriate authority;
- (g) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (h) To take all procedural steps for having the Scheme of Merger sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- (i) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (j) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT, as may be expedient or necessary which does not materially change the substance of the Scheme.
- (k) To sign, execute, certify all applications, petitions, vakalatnamas, forms affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or



any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, Punjab, The Regional Director, Northern region, and any concerned authorities and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.

Certified to be true

For Tikani Exports Limited


Nitin Bhandari

Director

DIN: 01385065

Add: Queens Enclave, South City,
Ayali Khurd, Ludhiana.



SCHEME OF MERGER

**(UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 AND ANY OTHER
APPLICABLE PROVISIONS OF THE ACT)**

OF TIKANI EXPORTS LIMITED

INTO AND WITH

BHANDARI HOSIERY EXPORTS LIMITED



A handwritten signature in black ink, consisting of a stylized 'L' followed by a flourish.


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Mit. Sharma



PART-I

1. INTRODUCTION AND DEFINITIONS

1.1. Introduction

1.1.1. BHANDARI HOSIERY EXPORTS LIMITED ("BHEL"):

(i) BHEL ("**Transferee Company**") is a public limited company within the meaning of the Act, having its registered office at Bhandari House, Rahon Road, Village Mehraban, Ludhiana-141007 Pb (India). Equity Shares of BHEL are listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Transferee Company was incorporated on November, 25, 1993, under the name and style of Bhandari Hosiery Exports Limited with CIN L17115PB1993PLC013930 BHEL holds PAN AAACB6724D, TAN JLDDB00646C and GST Registration No. 03AAACB6724D1ZA, Industrial License no. 462/SIA?IMO/2014 and IEC CODE-3093006996.

(ii) The Transferee Company commenced its operations in 25.11.1993 and is primarily involved in manufacturing and Export of Knitted Hosiery Garments, Knitted Hosiery Cloth, Fabric Dyeing and processing and manufacture of Garments etc. since then.

1.1.2 TIKANI EXPORTS LIMITED ("TEL"):

TEL ("**Transferor Company**") is a public limited company within the meaning of the Act, having its registered office at 400/413, Bhandari House, Rahon Road, Village Mehraban, Ludhiana-141007 PB (INDIA). The Transferor Company was incorporated on August 23, 2019 under the name and style of Tikani Exports Limited with CIN U18202PB2019PLC049906. TEL holds PAN AAHCT4829J TAN JLDT02630F, GST Registration No.03AAHCT4829J1Z6 and UDHYOG AADHAR No. PB12B0061514

(i) TEL is primarily engaged in textile activities comprising of knitting cloth, fabric dyeing, processing and manufacture of garments.

1.2 Objects and benefits of the Scheme:

1.2.1 The Transferor Company and the Transferee Company propose through this Scheme (as defined hereinafter) to merge/Amalgamate the Transferor Company (TEL) with the Transferee Company (BHEL) pursuant to and under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("2013 Act/the Act") and the relevant provisions made thereunder and/or any other applicable provisions of the Act, in the manner provided for in the Scheme.

1.2.2. Amalgamation of the Transferor Company with the Transferee Companies shall result in:

(i) Consolidation of the businesses presently being carried on by the Transferor Company and

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the Transferee Company, which would create greater synergies between the businesses of both the companies and would enable them to have access to better financial resources, as well as increase the managerial efficiencies and save on cost.

(ii) Combined entity would be able to optimize the overall administration and effectively take care of the statutory compliances.

(iii) Focused management and optimum utilization and reflection of the combined assets and resources of the Transferee Company and the Transferor Company.

(iv) Long term and permanent benefits of share holders, creditors, employees of the transferor company and the transferee company, as it would result in consolidation and enhancement of shareholder value.

1.3 Definitions

1.3.1 In this Scheme, unless repugnant to the subject, context or meaning thereof, the following words and expressions shall have the meanings as set out herein below:

(i) **"Act"/2013 Act** means the Companies Act, 2013, as amended or substituted by any statutory modification/ re-enactment thereof;

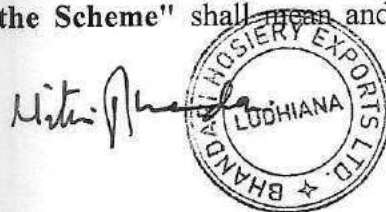
(ii) **"Appointed Date"** means April 1, 2022 or such other date as may be determined by the Board of the Transferor Company and the Transferee Company or such other date as may be approved by the Hon'ble NCLT of Chandigarh (Chandigarh Bench);

(iii) **"Applicable Law(s)" or "Law"** means any statute, notification, by-laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, directives, notices, orders or instructions enacted or issued or sanctioned by any appropriate authority, including any modification or re-enactment thereof for the time being in force;

(iv) **"Board of Directors"** in relation to the Transferor Company and/or the Transferee Company, as the case may be, shall mean their respective board of directors, and unless it be repugnant to the context or otherwise, shall include any committee of directors or any person authorized by the board of directors or by such committee of directors;

(v) **"BSE"** means BSE Limited;

(vi) **"Effective Date"** means the last of the date on which the certified copy of the Order of the Hon'ble NCLT of Chandigarh is filed with the Registrar of Companies of Chandigarh, by the Transferor Company and Transferee Company. Any references in the Scheme to **"upon the Scheme becoming effective"** or **"effectiveness of the Scheme"** shall mean and refer to the Effective Date;



(vii) **"Government"** means any government authority, statutory authority, government department, agency, commission, board, tribunal or court or other law, rule or regulation making entity having or purporting to have jurisdiction on behalf of the Republic of India or any state or other subdivision thereof or any municipality, district or other subdivision thereof.

(viii) **"IT Act"** means the Income Tax Act, 1961 and any other statutory modifications, amendments, restatements or re-enactments thereof from time to time and to the extent in force.

(ix) **"NSE"** means National Stock Exchange of India Limited;

(x) **"RECORD DATE"** means the date to be fixed by the Board of Directors of the Transferor Company and/or the Transferee Company, with reference to which the eligibility of the shareholders of the Transferor Company, for allotment of shares in the Transferee Company pursuant to the Amalgamation in terms of this Scheme, shall be determined.

(xi) **"ROC" or "Registrar of Companies"** means the registrar of companies, Chandigarh and Punjab having jurisdiction over both the transferor company and the transferee company.

(xii) **"SEBI"** means the Securities and Exchange Board of India;

(xiii) **"Stock Exchanges"** means the NSE and BSE;

(xiv) **"Scheme"** shall mean this Scheme of Amalgamation in its present form (along with any annexure, schedules, etc, attached hereto), with such modifications and amendments as may be made from time to time, and with appropriate approvals and sanctions from the NCLT and the regulatory authorities as may be required under the Act and under all applicable laws;

(xv) **"Transferee Company"** shall mean BHEL, as mentioned under Clause 1.1.1 hereof.

(xvi) **"Transferor Company"** shall mean TEL as mentioned in Clause 1.1.2 hereof.

(xvii) **"Transferor Company's Business"** shall mean the entire business of the transferor company and shall include:

a. any and all of its assets, movable or immovable, whether present or future, whether tangible or intangible, all rights, title, interests, covenants, undertakings, continuing rights, title and interests in connection with any land (together with the buildings and structures standing thereon), whether freehold or leasehold, machinery, whether leased or otherwise, together with all present and future liabilities including contingent liabilities and debts appertaining thereto;

b. any and all of its investments (including shares and other securities), loans and advances, including dividends declared or interest accrued thereon;



c. any and all of its licences, including the licences granted by any governmental, statutory or regulatory bodies, permissions, approvals, consents, exemptions, subsidies, registrations, no-objection certificates, quotas, rights, entitlements, certificates, tenancies, trade names, trademarks, service marks, copyrights, domain names, applications for trade names, copyrights, patents and applications for patents, all indirect and direct tax credits including but not limited to Service Tax credit, CENVAT credit, Goods and Services Tax credit, VAT credit, IGST, CGST, SGST, Income-Tax carry forward losses/depreciation, Tax Deducted at Source ('TDS'), MAT credit entitlement etc., privileges and benefits of all contracts, agreements and all other rights including lease rights, powers and facilities of every kind and description whatsoever; .

d. any and all of its debts, borrowings and liabilities, present or future, whether secured or unsecured;

e. any and all of its employees, who are on its payrolls, including those employed at its offices and branches; and

f. any and all of the advance monies, earnest monies and/or security deposits, payment against warrants or other entitlements, as may be lying with them;

(xviii) "**TRIBUNAL**" means the Hon'ble National Company Law Tribunal, Chandigarh.

The expressions, which are used in the Scheme and not defined therein shall unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Income-tax Act, 1961 and other applicable laws, rules, regulations, by-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time. In particular, wherever reference is made to the NCLT in the Scheme, the reference would include, if appropriate, reference to the National Company Law Tribunal ("NCLT") or such other forum or authority, as may be vested with any of the powers of a relevant NCLT under Sections 230 to 232 of the 2013 Act and/or any other applicable provisions of the Act.

1.4 INTERPRETATIONS

In this Scheme, unless the context otherwise requires:

1.4.1 References to the singular include a reference to plural and vice-versa and reference to any gender include all other genders:

1.4.2 References to persons shall include individuals, firms, body corporate (whether incorporated or un-incorporated), associations and partnerships:

1.4.3 The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;

1.4.4 References to a clause or paragraph or Schedule as applicable shall be deemed to be reference to a clause or paragraph or Schedule of this Scheme:

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1.4.5 Any phrase introduced by the terms "including" or "include" or "inter alia" or any similar expressions shall be constructed as illustrative and shall not limit the meaning of the words proceeding those terms.

1.4.6 References to dates and times shall be construed to be references to Indian dates and times;

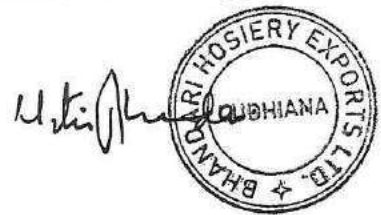
1.4.7 References to a document include an amendment or supplement to, or replacement or notation, of that document;

1.4.8 References to the words 'hereof', 'herein' and 'hereby' and derivatives or similar words refer to this entire Scheme;

1.4.9 Word(s) and expressions(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them.

1.5 DATE OF TAKING EFFECT AND OPERATIVE DATE:

The Scheme set out herein in its present form shall be effective from the appointed date of Amalgamation, upon occurrence of the Effective Date.



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PART- II

2 CAPITAL STRUCTURE

2.1 Transferee Company "BHEL"

The capital structure of the Transferee Company, as of March 31, 2021, is as under:

Particulars	Amount in (Rs.)
Authorised Capital:	
25,00,00,000. Equity Shares of Re.1/- each	25,00,00,000.00
Total	25,00,00,000.00
Issued, Subscribed and Paid-up Capital:	
14,65,26,950 Equity Shares of Re.1/- each fully paid up	14,65,26,950.00
Total	14,65,26,950.00

Post March 31, 2021 BHEL has not issued any fresh equity shares or preference shares and hence as on the date of this Scheme being approved by the Board, there is no change in the authorized, issued, subscribed and paid up share capital of BHEL.

2.2 Transferor Company "TEL"

The Capital structure of the Transferor Company, as of March 31, 2021, is as under:

Particulars	Amount in (Rs)
Authorised Capital:	
2,31,50,000 Equity Shares of Rs. 10/- each	23,15,00,000.00
Total	23,15,00,000.00
Issued, Subscribed and Paid-up Capital:	
2,31,34,600 Equity Shares of Rs. 10/- each fully paid up	23,13,46,000.00
Total	23,13,46,000.00

Post March 31, 2021 TEL has not issued any fresh equity shares or preference shares and hence as on the date of this Scheme being approved by the Board, there is no change in the authorized, issued, subscribed and paid up share capital of TEL.

It is further clarified that up to the date of scheme becoming effective, capital structure of the Transferor Company and also of the Transferee Company would remain unchanged.

2.3 OBJECTS

2.3.1 The Main Objects of the Transferor Company as set out in Its memorandum of Association are as follows:

1. To acquire and takeover as a going concern the business now being carried on at Ludhiana under the name & style of "**Bhandari Knit Exports**", the Partnership Firm incorporated on 06th December, 1996 (having the deed amended from time to time) under the Partnership Act, 1932 and having the firm registration no. 332 of 2013-14 with the Registrar of Firms at Chandigarh,



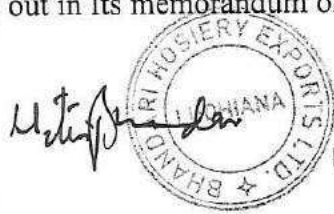
together with all of the assets including land & building, plant & machinery and other assets and liabilities of that partnership business used in connection therewith or belonging thereto with effect from such date and upon such terms and conditions as may be negotiated and decided by the Directors of the Company, for consideration either by way of allotment of shares in the Company or in cash or partly in one way and partly in other and after such takeover the above firm shall cease to exist.

2. To carry on the business of manufacturing, producing, processing, spinning, weaving, combing, knitting, dyeing, bleaching, finishing, buying, selling, importing, exporting, and dealing as wholesalers, retailers, commission agents, brokers or distributors in all kinds of yarns, tops, fibers whether synthetic, artificial or natural, cotton, wool. Worsted, shoddy, silk, Jute, linen, viscose, rayon, Nylon, Polyester, Acrylic, polypropylene, polynosic or fibrous materials, textiles, substance, Allied products, by products, waste products and substances for all or any of them and further to carry on the business of cultivation of such raw materials.

3. To carry on the business of spinners, weavers, knitters, combers, manufacturers, producers, processors, importers, exporters, buyers, sellers, of all kinds of yarn & fabric and deals in all kinds of yarns fiber and fabrics, blankets, home furnishings whether synthetic, artificial, manmade or natural, doublers, nylon, acrylic, polyester, rayon, silk, artificial silk, linen, cotton, wool jute and any other fiber or fibrous material whether synthetic, artificial or natural, textile substance, allied product, by-products and substitutes for all or any of them and to treat and utilize any waste arising from any such manufacture production or process whether carried on by the company or otherwise.

4. To manufacture, make, produce, cultivate, process, re-process, consume, formulate, prepare, bale, double, cure, comb, blend, spin, weave, gin, refine, alter, convert, exchange, pack, bleach, dye, print, tuft, buy, sell, store, supply, distribute, finish, scour, size, and otherwise deal in all kinds, descriptions, and grade of cotton, silk, linen, nylon, terene, terelene, rayon, jute, hemp, textiles, flax, silk, wool, yarn threads, hair, coir, sisal, fiber and fibrous substances, wool hairs, carpets, druggest, rugs, floor coverings, linen, cloth, textile, fabric, felted. Netted, looped or flocked, staple fiber, other natural, synthetic, man made fibers and/or fibrous substances including polyesters, poly-acrylonitrile, polyvinyl, acetate, cashmilion, acrylic, fabrics, polypropylene, polymers, monomers, elastomers and resins of all grades and copolymers formulations and forms or as processed goods, polythelene, polytherene, polyvinyl, chloride, polymethyl, methacrylate, epoxy resins, alykyed resins, melamine polycarbonate, polyamides and all other fibres, allied products, bye-products and substitute for or any of them, or dealers of materials from the waste realized from the above mentioned products either on its own account or on commission basis.

2.3.2 The Main Objects of the Transferee Company as set out in Its memorandum of Association are as follows;



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1. To acquire and takeover as a going concern the business now being carried on Ludhiana under the name & style of "Bhandari Hosiery Exports Limited" together with all or any of the assets, rights, privileges and liabilities of that partnership business used in connection therewith or belonging thereto with effect from such date and upon such terms and conditions as may be negotiated and decided by the Directors of the Company, for consideration either by way of allotment of shares in the Company or in cash or partly in one way and partly in other and after such takeover the above firm shall cease to exist.

2. To manufacture, make, produce, cultivate, process, re-process, consume, formulate, prepare, bale, double, cure, comb, blend, spin, weave, gin, refine, alter, convert, exchange, pack, bleach, dye, print, tuft, buy, sell, store, supply, distribute, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, terene, terelene, rayon, jute, hemp, textile, flax, silk, wool, yarn threads, hair, coir, sisal, fiber and fibrous substances, wool hairs, carpets, druggist, rugs, floor conversing, lines, cloth, textile, fabric, felted, netted, looped, of flocked, staple fibre, other natural, synthetic, man-made fibres and/or fibrous substances including polyester, poly-acrylonitrile, polyvinyl, acetate, cashmillion, acrylic, fabrics, poly propylene, polymers, monomers, elastomers and resins of all grades and complymer formulations and forms or as processed goods, polyethylene, polythrene, polyvinyl, chloride, polymethyl, methacrylate, epoxy resins, alykyed resins, melamine polycarbonate, polyamides and all other fibres, allied products, bye-products and substitute for or any of them , or dealers of material from the waste realized from the above mentioned products either on its own account or on commission basic .

3. To carry on the business as drapers, dealer, manufacturers, importers, exporters, preparers, buyers, sellers, merchants and financiers of furnishing fabrics, readymade garments, apparel, outfit, knitwear, dress and mantile makers, silk mercers and suppliers of clothing waste, shawls, mufflers, socks, jerseys, rayon, staple, lingerie, carpets, blankets, line cloth and trimmings of every kind fumers, drapers, haber dashers, milliners, hosiers, gloves makers, lace makers, rope makers, felt and tarpaulin makers, feather dressers, tapes and such other articles as may be conveniently produced or manufactured and other woven and knitted fabrics and fabricated goods of all description and other products goods, articles and things as are made from or with cotton, raw cotton, jute, silk, wool, nylon, acrylics, rayon, polyester, velvet or any other type of man-made fabrics by whatever name called or made under any process, whether natural or artificial and by mechanical or other means, dealers in and manufacturers of yarn, fabrics and dealers of materials of all kinds.

4. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, materials, raw-materials thereof.

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5. To carry on the business of dealers, exporters and importers, processors, representatives, agents of all kinds of goods and merchandise whether manufactured by the company or not and as financiers thereof.

6. To establish, purchase, sell, take or lease, hire or otherwise acquire and work any textile mills, handlooms, power looms, cotton, ginning and pressing factory, jute, hemp or other fibre presses, spinning mills, weaving mills, waste plant process, for pressing merchandise into bales process, buy, sell, import, export, pledge, speculate enter into forward transaction or otherwise deal in jute, cotton, kapas, cotton, seed, flex, hemp, silk and products made thereof.

2.4 Directors

2.4.1 Transferor Company;

Sr. No.	Name	Address	Status
1	Nitin Bhandari	Queens Enclave, South City, Ayali Khurd, Ludhiana, Punjab	Promoter Director
2	Kusum Bhandari	Queens Enclave, South City, Ayali Khurd, Ludhiana, Punjab	Promoter Director
3	Anup Khanna	Khanna Club House, U S Club, Shimla Urban(T), Shimla G.P., Himachal Pradesh-HP-171001	Non Executive Independent Director
4	Alka Gambhir	C/O Neeraj Gambhir, House No. 67-B, Civil Lines, Udham Singh Nagar, Ludhiana-141001	Non Executive Independent Director

2.4.2 Transferee Company:

Sr. No.	Name	Address	Status
1	Nitin Bhandari	Queens Enclave, South City, Ayali Khurd, Ludhiana, Punjab	Promoter & Managing Director
2	Vikas Nayar	127, Sector 18 A, Chandigarh, 160018	Non Executive Director
3	Surinder Kumar Kapoor	#66 Gole Puli Talab Tilo, Jammu, India-180001	Independent Professional Director
4	Rajesh Kumar	Village Janhan Post Office Samtana, Tehsil Barsarm, Janen(34/98), Samtana Kalan, Hamirpur, Himachal Pradesh, India, 176042	Non Executive Director
5	Geetika Bhalla	U-468, Vishakha Enclave, Pitam Pura, North West Delhi, India, 110088	Independent Woman Director
6	Kunal Verma	1698, Kalyan Hosiery Building,	Non Executive



		Sarafa bazaar, Ludhiana-141001.	Independent Director
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2.5 DISCLOSURES

2.5.1 No investigation or proceedings under the Act are pending against the Transferor Company and the Transferee Company.

2.5.2 Following documents are available for inspection by the members and creditors at the Registered Office of the Transferor Company and Transferee Company:

- Audited Financial Statements for the year ended 31 March 2021 of Transferor Company and Transferee Company
- Copy of Scheme of Amalgamation/Merger
- Certificate issued by the Auditor of the Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity to the Accounting Standards prescribed u/s 133 of the Act.

2.5.3 This Scheme does not involve any reduction in the share capital of the Transferor Company and Transferee Company.

2.5.4 No Capital or Debt restructuring has been done by the Transferor Company and Transferee Company.

2.5.5 There has been no change of name or objects of the Transferor Company or the Transferee Company.



PART-III

3 MERGER OF TRANSFEROR COMPANY WITH TRANSFeree COMPANY

3.1 Transfer and vesting of Assets and Liabilities and entire business of Transferor Company:

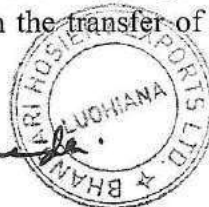
Upon the coming into effect of this Scheme and with effect from the Appointed Date, all the assets and liabilities and the entire business of the Transferor Company shall, pursuant to the provisions of Section 230 to 232 of the Act and other applicable provisions of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company, as a going concern, So as to become the Undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme.

Further, this clause of the Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income-tax Act, 1961. If any term(s) or provision(s) of the Scheme is/are inconsistent with the provisions of Section 2(1B) of the Income-tax Act, 1961, the provisions of Section 2(1B) of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modifications will, however, not affect the other clauses of the Scheme.

Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date and upon this Scheme becoming effective:

(i) All assets of the Transferor Company, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery or by vesting and recorded pursuant to the Scheme, shall stand vested in the Transferee Company and shall become the property and an integral part of the Transferee Company. The vesting pursuant to this sub- clause shall be deemed to have occurred by manual or constructive delivery or by endorsement and delivery, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.

(ii) All other movable properties of the Transferor Company, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies corporate, customers and other persons, shall without any further act, instrument or deed, become the property of the Transferee Company and the same shall also be deemed to have been transferred by delivery of possession of the respective documents in this regard. No stamp duty is payable on the transfer of such movable properties, being vested in the Transferee Company.

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(iii) All immovable properties, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company. The Transferee Company shall be entitled to and exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon the Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the NCLT in accordance with the terms hereof without payment of any stamp duty.

(iv) Investment of Transferee Company in Transferor Company, if any, shall stand cancelled upon the Scheme becoming effective as Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective.

(v) All debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of account or disclosed in the balance sheets of the Transferor Company shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company, and the Transferee Company shall, and undertakes to meet, discharge and satisfy the same. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities; duties and obligations have arisen in order to give effect to the provisions of this Clause.

However, any loans, advances and other obligations due from the Transferee Company to the Transferor Company, or vice versa, and between the Transferor Company inter se shall stand cancelled and shall be of no effect.

(vi) Any and all registrations, goodwill, licences, trademarks, service marks, copyrights, domain names, applications for copyrights, trade names and trademarks, patents, applications for patents (including listed in Annexure 1) appertaining to the Transferor Company shall stand transferred to and vested in the Transferee Company.

(vii) All estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Transferor Company shall be deemed to have been accrued to and/or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of the Scheme, pursuant to the provisions of Section 230 to 232 of the 2013 Act and other applicable provisions of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to that extent and shall become

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the estates, assets, right, title, interests and authorities of the Transferee Company.

3.2 Secured Creditors

Upon the Scheme becoming effective, the secured creditors of the Transferor Company, if any, shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Transferor Company (to whom such creditors had advanced the facilities), as existing immediately prior to the Amalgamation of such Transferor Company with the Transferee Company. It is hereby clarified that pursuant to the Amalgamation of the Transferor Company with the Transferee Company, the secured creditors of the Transferor Company shall not be entitled to any further security over the properties, assets, rights, benefits and interest of the Transferee Company and hence such assets which are not currently encumbered shall remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Transferee Company after the sanction of the Scheme. For this purpose, no further consent from the existing secured creditors shall be required and sanction of the Scheme shall be considered as a specific consent towards the same.

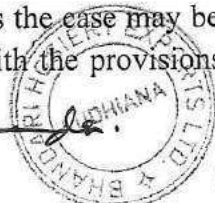
3.3 Contract Deeds & Documents

3.3.1 The Transferor Company and/or the Transferee Company, as the case may be, shall, at any time after the coming into effect of the Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Transferor Company have been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions hereof, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company.

3.3.2 All contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licences, including the licences granted by any governmental, statutory or regulatory bodies, including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Company, or to the benefit of which, the Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or oblige thereto. In relation to the same any procedural requirements required to be fulfilled by the Transferor Company shall be fulfilled by the Transferee Company as if it is the duly constituted attorney of the Transferor Company.

3.4 Consents, Approvals, Benefits etc.

3.4.1 The Transferor Company and/or the Transferee Company, as the case may be, shall, at any time after the coming into effect of the Scheme in accordance with the provisions hereof, if so

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required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licences and certificates which were held or enjoyed by the Transferor Company. The Transferee Company shall, under the provisions of the Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

3.4.2 All approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licences, including the licences granted by any governmental, statutory or regulatory bodies, and certificates of every kind and description whatsoever in relation to the Transferor Company, or to the benefit of which the Transferor Company may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or oblige thereto. It is hereby clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall make and duly record the necessary substitution/endorsement in the name of the Transferee Company pursuant to the sanction of the Scheme by the NCLT, and upon the Scheme becoming effective in accordance with the terms hereof. For this purpose the Transferee Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes.

3.4.3 Benefits of any and all corporate approvals as may have already been taken by the Transferor Company, whether being in the nature of compliances or otherwise, including without limitation, approvals under sections 180, 181, 185 and 186 or any other sections of the 2013 Act as and to the extent applicable and any other applicable provisions of the Act, read with the rules and regulations made there under, shall stand transferred to the Transferee Company, as the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Transferee Company.

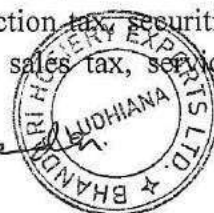
3.4.4 The transferee company (BHEL) shall obtain shareholders approval by way of special resolution passed through postal ballot/e-voting for the draft scheme at general meeting.

Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favour of the proposal is more than the number of votes cast by public shareholders against it.

3.5 All Taxes, Duties, Cess etc.

3.5.1 All taxes (including but not limited to advance tax, tax deducted at source, Minimum Alternate Tax credit, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, Goods and

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Services Tax, IGST, CGST, SGST, wealth tax, etc.) payable by or refundable to the Transferor Company, including all or any refunds or claims shall be treated as the tax liability or refunds/claims as the case may be of the Transferee Company, and any tax incentives, advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc., as would have been available to the Transferor Company, shall pursuant to sanction of the Scheme, be available to the Transferee Company.

3.6 STAFF, WORKMEN AND EMPLOYEES OF THE TRANSFEROR COMPANY

3.6.1 Upon the Scheme becoming effective, all employees of the Transferor Company, if any shall be deemed to have become employees of the Transferee Company without any interruption of service and on the basis of continuity of service and on the same terms and conditions as those were applicable to them with reference to the transferor company on the Effective Date. The Services of such employees with transferor Company on the Effective Date shall be taken into account for the purpose of all benefits to which the employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits.

3.6.2 Upon the Scheme becoming effective, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of such employees of the Transferor Company shall be made by the Transferee Company in accordance with the provisions of such schemes or funds and Applicable Laws.

3.6.3 Subject to Applicable Laws, the existing provident fund, employee state insurance contribution, gratuity fund, superannuation fund, the staff welfare scheme and any other schemes or benefits created by the Transferor Company for the employees shall be continued on the same terms and conditions and be transferred to the existing provident fund, employee state insurance contribution, gratuity fund, superannuation fund, Staff welfare scheme, etc. being maintained by the Transferee Company without any separate act or deed/approval and the Transferee Company shall stand substituted for the Transferor Company for all purposes, whatsoever in relation to the administration or operation of all such funds, Schemes and benefits, in accordance with the terms provided in the respective documents pertaining to such funds, schemes and benefits. It is the aim and intent that all the rights, duties, powers and obligations of the Transferor Company in relation to such funds, schemes and benefits shall become those of the Transferee Company. Where applicable, trustees including the Board of Directors of the Transferor Company and the Transferee Company shall be entitled to adopt such course in this regard as may be advised. Provided however that there shall be no discontinuation or breakage in the services of the employees of the Transferor Company.

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3.7 LEGAL PROCEEDINGS

3.7.1 Upon occurrence of the Effective Date and with effect from the Appointed Date the Transferee Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against the Transferor Company.

3.7.2 If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the transfer or such Transferor Company's Business or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against such Transferor Company as if this Scheme had not been made. Upon the Scheme becoming effective, the Transferee Company undertakes to have such legal or other proceedings initiated by or against the Transferor Company, transferred in its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company. The Transferee Company also undertakes to handle all legal or other proceedings which may be initiated against the Transferor Company after the Effective Date relating to the Transferor Company in respect of the period up to the Effective Date, in its own name and account and further undertakes to pay all amounts including interest, penalties, damages, etc. which the Transferor Company may be called upon to pay or secure in respect of any liability or obligation relating to the Transferor Company for the period up to the Effective Date. In the event that the legal proceedings referred to herein require the Transferor Company to be treated as party thereto the Transferee Company shall be added as party to such proceedings.

3.7.3 On and from the effective date the Transferee Company shall and may, if required, initiate any legal proceedings in relation to the business of the Transferor Company.

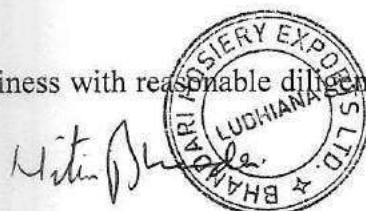
3.8 Conduct of Businesses till Effective Date

3.8.1 With effect from the Appointed Date and upto and including the Effective Date:

(i) The Transferor Company undertake to carry on and shall be deemed to have carried on all its business activities and stand possessed of its properties and assets, for and on account of and in trust for the Transferee Company;

(ii) All profits or income accruing or arising to the Transferor Company and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax credit, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, goods and services tax, IGST, CGST, SGST, value added tax, sales tax, service tax, etc.) or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of the Transferee Company;

(iii) The Transferor Company shall carry on its business with reasonable diligence and business



prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:-

- (a) when the same is expressly provided in the Scheme; or
- (b) when the same is in the ordinary course of business as carried on by Transferor Company, as on the date of filing of the Scheme in the NCLT; or
- (c) When written consent of the Transferee Company has been obtained in this regard or when the transaction is with the Transferee Company itself.
- (v) the Transferor Company shall not alter or substantially expand or diversify its businesses, except with the written concurrence of the Transferee Company;
- (vi) all profits accruing to the Transferor Company and all taxes thereon or losses arising in or incurred by them with respect to its businesses shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be, of the Transferee Company; and
- (vii) With effect from the Effective Date, the Transferee Company shall carry on and shall be authorized to carry on the businesses of the Transferor Company.

3.8.2 Upon the Scheme becoming effective and for the purpose of giving effect to the Amalgamation order passed under Sections 230 to 232 of the 2013 Act and other applicable provisions of the Act in respect of the Scheme by the NCLT, the Transferee Company shall, at any time pursuant to the orders on the Scheme, be entitled to get the recorded of the change in the legal right(s) upon the Amalgamation of the Transferor Company, in accordance with the provisions of Sections 230 to 232 of the 2013 Act and/or any other applicable provisions of the Act. The Transferee Company is and shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of the Scheme.

3.8.3 Upon the Scheme becoming effective the Transferee Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy all liabilities and obligations of the Transferor Company with effect from the Appointed Date, in order to give effect to the foregoing provisions in the ordinary course of business and as per existing terms and conditions of sanctions.

3.9 Upon the Scheme becoming effective, shareholders of the Transferor Company as on the

M. K. Singh


Record Date shall be entitled for shares of Transferee Company as per Para 4.2.1 of the Scheme (in lieu of the shares allotted to such shareholders by Transferor Company upto the Effective Date) subject to Para 4.3.6 of the Scheme.

3.10 Upon the Scheme becoming effective, the Transferor Company shall stand dissolved, without any further act or deed, without being wound-up.

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PART IV

4. REORGANISATION OF CAPITAL, CONSIDERATION, ACCOUNTING TREATMENT

4.1 Changes in Share Capital

4.1.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Company shall stand transferred to and be merged with the authorized share capital of the Transferee Company, without any liability for payment of any additional fees or stamp duty.

4.1.2 Upon the Scheme coming into effect and with effect from the Appointed Date, (and consequent to consolidation of the existing authorized share capital of the Transferor Company in accordance with Clause 4.1.1 above), the paid up share capital of the Transferee Company is Rs. 14,65,26,950 [Rupees Fourteen Crores Sixty Five Lacs Twenty Six Thousand Nine Hundred Fifty only] (divided into 14,65,26,950 equity shares of Rs. 1/- each), shall stand enhanced to an aggregate amount of Rs. 20,68,74,746 (Rs. Rupees Twenty Crores Sixty Eight Lacs Seventy Four Thousand Seven Hundred Forty Six only) and the authorized share capital of the Transferee Company shall be reclassified as divided into 25,00,00,000/- equity shares of Re. 1/- each aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only). Accordingly, Clause V of the Memorandum of Association of the Transferee Company shall stand modified and reclassified as necessary and be substituted by the following:

"The Authorised share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 25,00,00,000/- (Twenty Five Crores equity shares of Re. 1/- each)

4.1.3 It is hereby clarified that for the purposes of this Clause, the consent of the shareholders of the Transferor Company and the Transferee Company to the Scheme shall be deemed to be sufficient for purposes of effecting this amendment and that no further resolution under Sections 13, Section 61, Section 62 of the 2013 Act or any other applicable provisions of the Act, would be required to be separately passed, nor any additional registration fee, stamp duty, etc, shall be payable by the Transferee Company.

4.2 Issue of shares by Transferee Company

4.2.1 Upon the Scheme coming into effect and in consideration of the transfer and vesting of all the assets and liabilities of the Transferor Company to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Share(s) to the Shareholders of the Transferor Company, whose names appear in the Register of Members as on the Record Date, subject to inter-company investment cancellation as per Para 4.3.6 of the Scheme, in the following ratio:

Handwritten signature: *Nitin Bhandari*

Stamp: BHANDARI HOSIERY EXPORTS LTD. * PUNJAB * INDIA

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"The Transferee Company will issue 2.6085515 Equity Share of Rs. 1/- each, credited as fully paid up, for every 1 Equity Shares of Rs. 10/- each held in the Transferor Company"

4.2.2 Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

4.2.3 The Equity Shares to be issued in terms of Para 4.2.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. New Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.

4.2.4 The issue and allotment of Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under sections 42 and 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of fresh Equity Shares in terms of this Scheme.

4.2.5 New Equity Shares to be issued by the Transferee Company in lieu of shares held in Transferor Company shall be issued in dematerialized form with the equity shares being credited to the existing depository account of the Equity Shareholders of the Transferor Company entitled thereto, unless otherwise notified in writing by the shareholders of the Transferor Company to the Transferee Company on or before the Record Date.

4.2.6 In terms of the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, new Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Company, pursuant to this Scheme, shall be listed on all the Stock Exchanges on which the Equity Shares of the Transferee Company are listed as on the Effective Date. The Transferee Company will make necessary application(s) to the Stock Exchanges and other competent authorities, if any, for this purpose and will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreement, miscellaneous SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in this regard.

4.2.7 Shares allotted pursuant to this Scheme may remain frozen in the Depositories system till listing/trading permission is given by the Stock Exchanges. The Transferee Company will comply with the applicable provisions in this regard.

4.2.8 BSE Limited shall be the Designated Stock Exchange for the purposes of this Scheme.



4.3 Accounting Treatment

4.3.1 The Transferee Company, subject to the provisions of this Scheme, shall follow the method of accounting as prescribed for the "Pooling of Interest Method" under the Indian Accounting Standard 103- 'Business Combination' notified under Section 133 of the 2013 Act read with relevant rules issued there under and other applicable accounting standards prescribed under the 2013 Act.

4.3.2 The Transferee Company shall, upon the Scheme becoming effective record the assets and liabilities of the Transferor Company at their respective carrying values and in the same form as appearing in its books of accounts on the Appointed Date.

4.3.3 The balance of the earnings in the books of Transferor Company as on the Appointed Date shall be aggregated with the corresponding balance of earnings of the Transferee Company. The identity of the reserves shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company. As a result of preserving the identity, reserves which are available for distribution as dividend before the business combination would also be available for distribution as dividend after the business combination.

4.3.4 Upon this Scheme becoming effective, Face value of equity shares issued by Transferee Company to the shareholders of the Transferor Company shall be recorded equity share capital of the Transferee Company.

4.3.5 Upon this Scheme becoming effective, all inter-company balances between the Transferor Company and Transferee Company, if any on the Effective Date, shall stand cancelled.

4.3.6 Upon this Scheme becoming effective, all the inter-company investments between the Transferor Company and the Transferee Company as on the Effective Date will stand cancelled without any further application, act, instrument or deed.

4.3.7 Upon this Scheme becoming effective, difference between the consideration discharged by the Transferee Company pursuant to Clause 4.2.1 above and the carrying amount of net assets of Transferor Company transferred and recorded by Transferee Company as aforesaid after taking into consideration the cancellation of inter-company balances and inter-company investments as per Clause 4.3.5 and 4.3.6 above shall be transferred to Capital Reserve and should be presented separately from other capital reserves with disclosure of its nature and purpose in the notes of the Transferee Company.

4.3.8 Upon this Scheme becoming effective In case any difference in accounting policies between the Transferee Company and the Transferor Company, the accounting policies followed by the Transferee Company will prevail and impact of the same till the Appointed Date will be

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quantified and the same shall be appropriately adjusted and reported in accordance with applicable accounting rules and principles, so as to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies.



PART-V

5. GENERAL TERMS AND CONDITIONS

5.1 Upon this scheme becoming effective, the accounts of the Transferee Company as on the Appointed Date shall be reconstructed in accordance with the terms of this scheme.

5.2 Upon the sanction of the Scheme and after the Scheme has become effective, with effect from the Appointed Date, the Amalgamation of the Transferor Company with the Transferee Company shall be deemed to have occurred in compliance with Section 2(1B) of the Income Tax Act, 1961, in accordance with the Scheme.

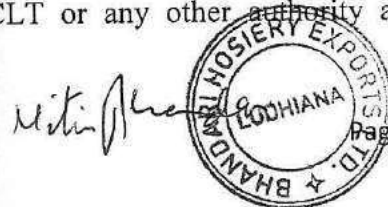
5.3 Upon this scheme becoming effective, The Transferee Company shall be entitled to revise its income tax returns, TDS Certificates, TDS returns, and other statutory returns as may be required under respective statutes pertaining to indirect taxes, such as goods and services tax, sales-tax, VAT, excise duties, etc., and shall have the right to claim refunds, advance tax credits, credit of tax under section 115JB, credit of tax deducted at source, credit of foreign taxes paid/withheld etc, if any, as may be required consequent to implementation of the Scheme.

5.4 Upon this scheme becoming effective, The Transferee Company and the Transferor Company shall, with all reasonable dispatch, make respective applications to the NCLT, under Sections 230 to 232 of the 2013 Act and other applicable provisions of the Act, seeking orders for dispensing with or convening, holding and/or conducting the meetings of the classes of their respective members and/or creditors and for sanctioning the Scheme with such modifications, as may be approved by the NCLT.

5.5 Upon the Scheme being approved by the requisite majority of the members and creditors of the Transferee Company and by the members and creditors (wherever required) of the Transferor Company, the Transferee Company and the Transferor Company shall, with all reasonable dispatch, file respective petitions before the NCLT for sanction of the Scheme under Sections 230 to 232 of the 2013 Act and other applicable provisions of the Act, and for such other order or orders, as the NCLT may deem fit for carrying the Scheme into effect. Upon the Scheme becoming effective, the members of both the Transferee Company and the Transferor Company shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in the Scheme.

5.6 The Scheme is conditional upon and subject to the following:

5.6.1 the Scheme being approved by the requisite majorities of various classes of members, if any, and creditors of the Transferee Company and of the Transferor Company as required under Applicable Laws and as may be directed by the NCLT or any other authority as may be



prescribed notified;

5.6.2 Approval and/or compliance of the regulations I conditions, if any, by SEBI, NSE and BSE (as applicable);

5.6.3 the sanction of the Scheme by NCLT;

5.6.4 such other sanctions and approvals including sanctions of any Governmental Authority or regulatory authority as may be required by any law or contract in respect of the Scheme being obtained; and

5.6.5 the certified copies of the orders of the NCLT referred to in this Scheme being filed with the Registrar of Companies by the Transferee Company and the Transferor Company. The Scheme shall become effective on last of the dates on which Transferee Company and the Transferor Company file a certified copy of the order of the NCLT sanctioning the Scheme with the Registrar of Companies. Such date shall be known as the "**Effective Date**".


5.7 The Transferee Company and the Transferor Company (acting through their respective Boards of Directors) may assent to any modifications or amendments to the Scheme, which the NCLT and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme. The Transferee Company and the Transferor Company (acting through its respective Boards of Directors) be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to the Scheme and to resolve any doubts, difficulties or questions, whether by reason of any orders of the NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of the Scheme and/or any matters concerning or connected therewith.

5.8 The Transferee Company and the Transferor Company shall be at liberty to withdraw from the Scheme in case any condition or alteration imposed by the NCLT or any other authority is not on terms acceptable to them or otherwise.

5.9 All costs, expenses, charges, fees, taxes, duties, levies and all incidental expenses arising out of or incurred in carrying out and implementing the terms and conditions or provisions of the Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

5.10 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Transferee Company and the Transferor Company, and/or their respective shareholders and/or creditors, and the terms and conditions of the Scheme, the latter shall prevail.

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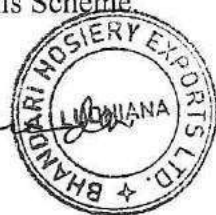


5.11 If any part of the Scheme is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the Scheme and the Scheme shall not be affected thereby, unless the deletion of such part shall cause the Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part. Requisite powers to decide in such case could be given to the Board of the Transferee Company, or to the Board of the Transferor Company.

5.12 The transfer of properties and liabilities to, and the continuance of proceedings by or against the Transferee Company, as envisaged in Part-III above shall not affect any transaction or proceedings already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

5.13 The Companies undertake to comply with all Applicable Laws (including all applicable compliances required by the SEBI and the Stock Exchanges) including making the requisite intimations and disclosures to any statutory or regulatory authority and obtaining the requisite consent, approval or permission of the Central Government, RBI (if required) or any other statutory or regulatory authority, which by law may be required for the implementation of this Scheme or which by law may be required in relation to any matters connected with this Scheme.

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ANIL RUSTGIRegistered Valuer for Financial Assets
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VALUATION REPORT

For determining the Fair Value of Equity Shares
of
Bhandari Hosiery Exports Limited
And
Tikani Exports Limited

19th August 2021

Prepared by:

Anil Rustgi

Regd. Valuer with IBBI- IBBI/RV/05/2019/12313



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Date: 19th Aug, 2021

To,

1. Bhandari Hosiery Exports Limited
Bhandari House, Village Mcherban, Ludhiana
2. Tikani Exports Limited
Bhandari House, Village Meherban, Ludhiana

Sub: Determination of Fair Value of Equity Shares of Bhandari Hosiery Exports Limited (BHEL) and Tikani Exports Limited (TEL) under the provisions of Section 230-232 of Companies Act, 2013 i.e. Merger of TEL with BHEL ("the Transaction")

Dear Sir/ Madam,

I, Anil Rustgi, Registered Valuer (in respect of Securities or Financial Assets) having registration no. IBBI/RV/05/2019/12313, (hereinafter referred to as "Valuer" or "we" or "I" or "us") has been appointed on 14th August, 2021 by Bhandari Hosiery Exports Limited and Tikani Exports Limited (here-in-after referred as the "Company"/ "Companies") incorporated under the provisions of the Companies Act and having registered offices at Bhandari House, Village Meherban, Ludhiana for determining Fair Value of Equity Shares of the Companies and also to recommend a share exchange ratio under the provisions of section 230-232 of the Companies Act. We in accordance with the terms mentioned herein, are enclosing our report.

This report has been prepared for with a limited purpose / scope, as identified / stated in the report and will be confidential and for use and purpose only for which it is issued. It must not be used for purpose except to whom it is issued and for various approvals for this transaction.

The Companies accept full responsibility for all the data and information provided by the Companies to the Valuer that was used for the purpose of valuation of Fair Value of Equity Shares of the Companies and preparation of the Valuation report and the Companies have confirmed that no material information, vital enough to affect valuation has been suppressed or misstated while providing information to the valuer.

The valuation exercise is performed on an arms' length basis.

This report has been prepared in accordance with the provisions of Section 230-232 of the Companies Act, 2013, where a valuation report issued by an IBBI registered valuer is required.

Based on our analysis of the information provided by the management and subject to our comments as detailed in this report, we have arrived as on Valuation date of 19th Aug 2021 at the fair value per equity share of Rs. 3.04887 per share of BHEL having Face Value of Re. 1 each and Rs. 7.95312 per equity share of TEL having Face value of Rs. 10 each as per Table below.



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Valuation Approach	Bhandari Hosiery Exports Ltd. (Transferee Company)		Tikani Exports Ltd. (Transferor Company)	
	Value per Share - Rs.	Weight	Value per share - Rs.	Weight
Face Value per share	Re.1 each		Rs. 10 each	
Asset Approach	5.20277	1	10.19534	3
Income Approach	NA	NA	NA	NA
Market Approach	2.33090	3	1.22649	1
Relative Value per share	3.04887		7.95312	

Based on these valuations we also recommend that all the shareholders of TEL holding presently 2,31,34,600 number of shares of TEL (Rs. 10 Face Value) may be allotted 6,03,47,796 number of equity shares of BHEL (Re. 1/- Face Value) in the ratio of 2.6085515 equity shares of BHEL shares for every one equity share of TEL held as per table below.

Total Number of TEL Shares (Face Value of Rs. 10 each)	2,31,34,600
Total Number of BHEL Shares recommended to be allotted to the Shareholders of TEL (Face Value of Re. 1 each)	6,03,47,796
Ratio - 2.6085515 shares of BHEL of Face Value of Re.1/- each to be allotted against each one share of TEL of Face Value Rs. 10/- each	2.6085515

The shares of BHEL are in Dematerialized form and the trading unit is one share; any fraction of entitlement must be rounded off accordingly to avoid any fractional allotment of equity shares.



Regd. Valuer with IBBI - IBBI/RV/05/2019/12313



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Annexure 2



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Bhandari Hosiery Exports Limited (BHEL)

Bhandari Hosiery Exports Limited, bearing Corporate Identification Number CIN L17115PB1993PLC013930 was incorporated on 25th Nov 1993. It is classified as Non-govt. listed company (limited by shares) and is registered with Registrar of Companies, Chandigarh.

Its Authorized Share Capital stands at Rs. 25,00,00,000 and Paid up Share Capital stands at Rs. 14,65,26,950. The Registered office of the company is situated at Bhandari House, Rahon Road, Village Meharban, Ludhiana 141007, Punjab.

The Company is part of Textile industry and is engaged in Garment manufacturing and related activities.

Equity shares of the Company are listed on Mumbai Stock Exchange (BSE) effective from 5th January 1995 and on National Stock Exchange (NSE) on 30th January 2017. Promoters of BHEL presently hold 3,65,53,132 equity shares of the Company constituting 24.95% of the total paid up equity share capital of the Company. Rest of the 75.05% shares are held by non-promoter shareholders i.e. Institutional Investors, retail investors etc. and the shares of the company are frequently traded on BSE and on NSE.

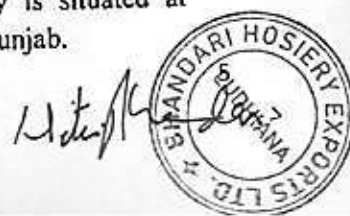
Tikani Exports Limited (TEL)

Tikani Exports Limited, bearing Corporate Identification Number U18202PB2019PLC049906 was incorporated on 23rd August 2019 for the purpose of taking over the running business of Partnership Firm "Bhandari Knit Exports" (BKE) and the Main Object No.1 of TEL reads as below.

- 1) "To acquire and takeover as a going concern the business now being carried on at Ludhiana under the name & style of "Bhandari Knit Exports", the Partnership Firm incorporated on 6th December, 1996 (having the deed amended from time to time) under the Partnership Act, 1932 and having the firm registration no. 332 of 2013-14 with the Registrar of Firms at Chandigarh, together with all of the assets including land & building, plant & machinery and other assets and liabilities of that partnership business used in connection therewith or belonging thereto with effect from such date and upon such terms and conditions as may be negotiated and decided by the Directors of the Company, for consideration either by way of allotment of shares in the Company or in cash or partly in one way and partly in other and after such takeover the above firm shall cease to exist."

TEL is classified as Non-govt. listed company (limited by shares) and is registered with Registrar of Companies, Chandigarh.

Its Authorized Share Capital stands at Rs. 23,15,00,000 and Paid up Share Capital stands at Rs. 23,13,46,000. The Registered office of the company is situated at Bhandari House, Rahon Road, Village Meharban, Ludhiana, 141007, Punjab.



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The Company presently is engaged in textile related activities comprising of knitting cloth, fabric dyeing, processing and manufacture of garments.

Majority of equity shares of TEL are presently held by the promoters of BHEL.

Purpose of Valuation

This valuation report is prepared by Anil Rustgi, (Valuer, Registered with IBBI) to ascertain the fair value of the equity shares of the Companies under the provisions of sections 230-232 of Companies Act, 2013 as TEL intends to merge with BHEL.

Valuation Date & Source of Information:

As on Valuation date of 19th August 2021, in connection with this exercise, we have used the following information received from the Management and/or gathered from public domain:

1. MOA/AOA and COIs of Companies.
2. Financial Statements of BHEL as of 31st March 2018, 2019, 2020 and 2021 and Q1 results for FY 2021-22.
3. Financial Statements of BKE/ TEL for three Financial Years ended on 31st March 2021.
4. Explanations provided by the management of the Company from time to time.
5. Information about stock exchange data and information about Peer Group of BHEL and TEL.
6. Infrastructure Valuation Report dated 20.10.2020 of TEL.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the executive and representatives of the Company. It may be mentioned that the Company has been provided opportunity to review the draft report (excluding our valuation analysis and recommendation) for the current job as part of our standard practice to make sure that factual inaccuracies/ omissions are avoided in our report.



ANIL RUSTGI

Registered Valuer for Financial Assets

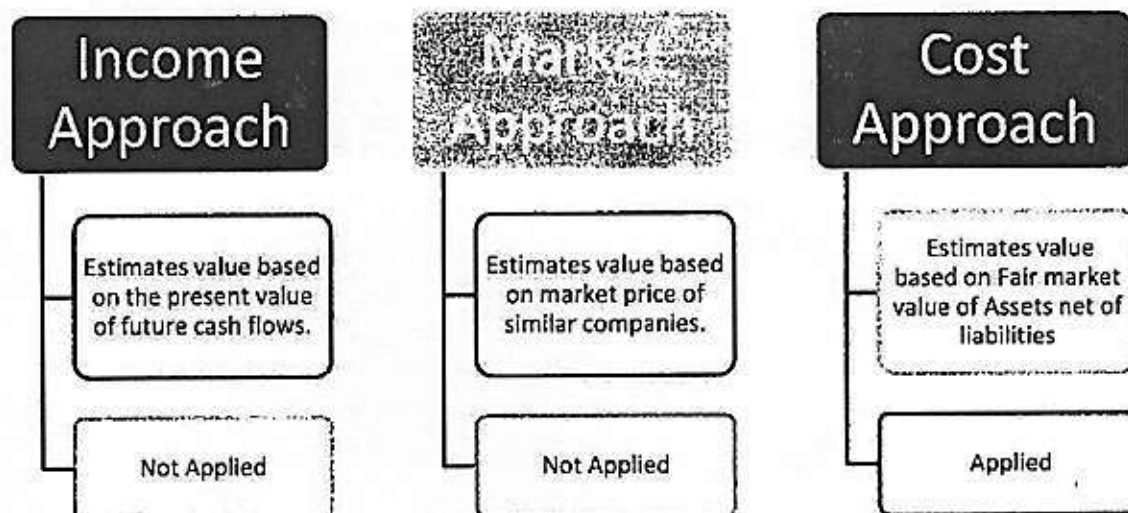
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Valuation Methodologies and Approach



According to standard valuation practice, the fundamental pre-condition for obtaining significant and comparable valuations is the consistency and comparability of the methods applied according to the characteristics of the companies and/ or groups being valued.

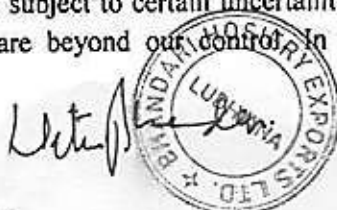
In addition, a second fundamental principle often adopted for determining enterprise value is the "stand alone" assumption. That is, a valuation perspective based on the current configuration and future prospects of the business on an independent basis, without taking any potential synergies from determining the equity Share value into account.

Valuation of the enterprise or its equity shares is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be even prepared to pay goodwill. This exercise may be carried out based on the generally accepted methodologies, the relative emphasis of each often varying with the factors such as:

- Specific nature of the business
- Economic life cycle in which the industry or the business is operating and
- Extent to which and comparable company information is available

The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. In respect of going concerns, certain valuation technologies have evolved over time and are commonly in vogue. In this regard, we have evaluated suitability of commonly used approaches of valuation to determine the fair value of the business.

It should be understood that the valuation of any enterprise or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous



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assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although, different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

The following are commonly used and accepted methods for determining the Enterprise Value of a company/ business:

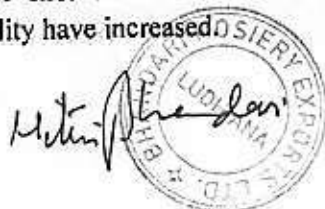
- A. Asset Approach – Net Asset Value Method
- B. Income Approach – Discounted Cash Flows method
- C. Market Approach
 - a. Market Price method
 - b. Comparable Companies Quoted Multiples method

A. Asset Approach – Net Asset Value (NAV) Method

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the "going concern" criteria or in case where the assets base dominates earnings capability. The value arrived at under this approach is based on the estimated financial statements of the business and may be defined as Shareholder's Funds or Net Assets owned by the business. The Net Assets Value is generally used as the minimum break-up value. for the transaction.

The valuation arrived at under the abovementioned methods could fluctuate with lapse of time, changes in prevailing market conditions and prospects, industry performance and general business and economic conditions financial and otherwise, of the companies, and other factors which generally influence the valuation of companies and their assets.

As on 31.3.2021 the last available audited Balance Sheet, the following were found to be NAV based values per share of BHEL and of TEL. There are no material changes during the period of first three months of the current FY 2021-22 except that the volume and profitability have increased



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Bhandari Hosiery Exports Limited (BHEL) – NAV based valuation

Net Asset Value (NAV)	30.6.2021	31.3.2021	31.3.2020	31.3.2019	31.3.2018
Total Shareholders Fund (Equity) - Rs. Lacs	7,623.47	7,543.07	7,390.83	6,877.32	6,359.42
No. of Shares (of Re.1 each) - No.	14,65,26,950	14,65,26,950	14,65,26,950	14,65,26,950	14,65,26,950
Net Asset Value per Share - Rs.	5.20278	5.14791	5.04401	4.69355	4.34010

NAV of one share of BHEL as on 30.6.2021 is Rs. 5.20278 per share (of Re.1/- Face Value).

Tikani Exports Limited (TEL) [earlier Bhandari Knit Exports, Partnership Firm (BKE) – NAV based Valuation

Net Asset Value (NAV)	31.3.2021	31.3.2020	31.3.2019	31.3.2018
Total Shareholders Fund (Equity)	2,358.65	2,336.52	2,320.56	2,310.14
No. of Shares (of Rs.10 each)	2,31,34,600	2,31,34,600	0	0
Net Asset Value per Share (Rs.)	10.19533	10.0997		

NAV of one share of TEL as on 31.3.2021 is Rs. 10.19533 per share (of Rs. 10/- Face Value).

B. Income Approach

B.1 Discounted Cash Flows method (DCF) method uses the future free cash flows of the business discounted by the cost of capital to arrive at the present value. In general, the DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generation potential of a business, considering that this method is based on future potential and is widely accepted.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the enterprise that are available to all providers of capital – both debt and equity.

Appropriate discount rate to be applied to cash flows i.e. the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

To the values so obtained from DCF analysis, the amount of loans has to be adjusted to arrive at the total value available to the equity shareholders. The total value for equity shareholders

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is than divided by the total number of equity shares in order to work out the value per equity share of the companies.

BHEL is a listed company and it is neither appropriate nor feasible to work out futuristic financial projections and hence we avoided working on DCF method for valuing BHEL. TEL is major supplier / Job worker for BHEL itself and a sizeable portion of revenue generated by TEL is derived from supplies to/ for BHEL itself (related party transactions) and hence we also avoided using DCF valuations in case of TEL also.



B.2 Earnings per Share (EPS) - We captured the Operational results of last three audited financial years and the results are tabulated below to arrive at Earnings Per Share (EPS) for the last FY ended on 31.3.2021 and for BHEL also as on the last date of Q1 of FY 21-22 i.e. 30.6.2021.

Tabulation for Operational results of BHEL is as below:

		Rs. In Lacs			
		Q1 FY 21-22	FY 20-21	FY 19-20	FY 18-19
A	Gross Revenue	4307.32	27753.51	26639.28	24842.97
B	Expenses (other than Depreciation)	4057.4	26625.88	25572.26	23837.89
C	Depreciation	142.72	501.44	435.23	414.01
A-(B+C) =D	Profit before Tax	107.2	626.19	631.79	591.07
E	Tax	26.8	95	96.25	95.37
D-E=F	Profit after Tax	80.4	531.19	535.54	495.7
F+C=G	Cash Accrual	223.12	1032.63	970.77	909.71
	Earnings per share (FV Re.1/= per share) Rs.	0.22	0.36		

Tabulation for Operational results of TEL/ BKE are as below:

Profit and Loss Account		2021	2020/2	2020/1	2020	2019
		TEL	TEL	BKE	Total	BKE
A	Gross Revenue	2746.91	2562.01	1367.28	3929.29	6188.39
B	Expenses (other than Depreciation)	2694.94	2517.19	1353.47	3870.66	6121.29
C	Depreciation	20.35	11.87	5.17	17.04	14.59
A-(B+C)=D	Profit before Tax	31.62	32.95	8.64	41.59	52.51
E	Tax	9.49	9.89	0	9.89	0
D-E=F	Profit after Tax	22.13	23.06	8.64	31.7	52.51
F+C=G	Cash Accrual	42.48	34.93	13.81	48.74	67.1
	Earnings per share	0.10	0.14			

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B.3 Return on Net Worth (RONW) - We calculated that the RONW (on Profit Before Tax) of BHEL which was 8.47% for FY 2019-20 substantially reduced to 2.81% for FY 2020-21 and marginally improved to 5.62% (annualized) in Q1 of FY 2021-22. For TEL it was 1.78% in FY 2019-20 and was 1.34% in FY 2020-21.

We got guided by this feature of significant difference in RONW of two companies in allocating weights while valuing equity shares of BHEL and of TEL.

C. Market Approach

C.1 Stock Exchange Quotation/Market Price Method

Market price of equity shares as quoted on stock exchanges is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

This valuation reflects the price that the market at a point in time is prepared to pay / is paying for the equity shares. It is therefore influenced by the condition of the stock market, the concerns and opportunities that are seen for the business in the sector or market in which it operates. The market price also reflects the investor's view of the ability of the management to deliver a return on the capital it is using.

In the case of companies where shares are not so frequently traded, this value may be very different from the inherent value of the equity shares, but nevertheless the market price of equity shares on stock exchanges forms a benchmark value.

Equity Shares of BHEL having Face Value Re. 1/- Face Value are being traded in FY 21-22 specially in last three months of May, June and July 2021 between Rs. 2.51 to 3.67 per share. Table below captures the weighted average prices of the shares in BSE and NSE and average of such price is Rs. 3.1705 with a PE ratio of 23.48 based on weighted average of annualized EPS for Q1 FY 22 and FY 20-21 (with weights of 1 and 4 respectively).

Market Price of Shares of BHEL	NSE	BSE	Average of BSE and NSE weighted average prices	PE Ratio
	Weighted Average Price of the month			
Jul-21	3.67	3.67	3.6705	
Jun-21	3.32	3.33	3.3265	
May-21	2.51	2.52	2.5145	
Average			3.1705	23.48

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We found that the traded volumes of BHEL shares are not high to treat this PE ratio as an authentic ratio to arrive at a Fair Value of BHEL shares without considering the prevailing PE Ratio for PEER Group shares as calculated in C.2.

C.2 Comparable Companies Quoted/ Market Multiples method (PEER Group)

Under this method, value of the equity shares of a company/ business undertaking is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Under this methodology, market multiple of comparable listed companies are computed and applied to the business being valued in order to arrive at a multiple based valuation. This approach is usually applied in case of valuation of unlisted companies. Some of the common multiples used in a valuation are listed below:

- Market Cap/ Sales Multiple
- Price/ Earnings Multiple
- Precedent Transactions Multiple Method

It is pertinent to mention that valuation of a business is not an exact science and ultimately depends upon a no. of factors like the past financials, expected financial results, industry scenario, market recognition, market price available on exchange, etc. Though there are multiple valuation methodologies, however based upon the facts of the instant case and taking into consideration the International Valuation Standards issued by the International Valuation Standards Council (IVSC), we have carried out this Valuation Analysis of the Company asked on the Net Asset value (NAV) Methodology.

We searched for and found the following companies in Textile-Garments space that can be compared with the working and operations of BHEL and of TEL. Basic details of these companies are captured in table below. PE ratios as on 20.10.2020 (based on Trailing Twelve months) reported profitability averages 6.25 for PEER Group companies and has been taken for valuation purposes with appropriate weights.

Peer Group Comparison - Textile (Garments)				
	Name	TTM EPS	Present Value/FV	TTM PE Ratio
		12.08.21	12.08.21	12.08.21
		Rs. Per share	Rs. Per share	
1	Acknit Industries	19.23	115/10	6.06
2	Ashnoor Textile Mills	4.25	33/10	7.76
3	KG Petrochem	26.93	369/10	13.7
4	Klitz Garments	8.16	166/1	20.34

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5	MK Exim	10.10	81.45/10	8.06
6	Monte Carlo Fashion	33.6	347/10	10.35
Average PE of PEER group (other than BHEL)				11.05
Average PE OF PEER group Including BHEL				12.82

As captured from "Moneycontrol.com" of 12th Aug, 2021

BHEL and TEL, both operate in same market (Textile-Garments) and the average PE of Peer group is used to arrive at Comparable Companies Market Multiple based Valuation for BHEL. Average PE of PEER group including BHEL is considered for valuing TEL as subsequent to the proposed Merger shareholders of TEL will also be holding with them listed shares of BHEL.

Earnings per share of BHEL (Average of FY 20-21 and of Q1 of FY 21-22) were multiplied with 11.05 to arrive at one of the Capital Market Value based valuation as detailed in table below:

Market Value of BHEL Share, Market Cap and Peer Group comparison				
Earnings Per Share (FV Re.1/= per share)	Rs.	0.1350		Value
Earnings Per Share			Weights	Rs. Lacs
Applicable PE (peer group)		11.05		
Market Value of BHEL as per Industry PE (Peer Group)	Rs. lacs	2185.14	1	2185.14
Market Cap of BHEL based on its own Market value	Rs. Lacs	4645.64	1	4645.64
Weighted Capital Market based value of BHEL				3415.39

In case of TEL the Earnings Per Share of FY 20-21 was multiplied by the PE Factor of 12.82 as referred above to arrive at the Capital Market Value (based on Peer Group PE Factor).

Listed PEER (Including BHEL) PE Based Valuation	Rs. lacs	283.74	1	283.74
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Valuation

The Company management is desirous to obtain the Fair value of Equity as on the valuation date and in absence of any future cash flows (projected), Net Asset Value (NAV) method and Capital Market based Method including Peer group/ Comparable Companies Quoted Multiples Method were considered as the most appropriate methodology for this purpose of valuation carrying maximum weights in the valuation exercise for the companies.

Asset Based NAV and Market Cap based Method both are internationally accepted method of valuation for carrying out valuation on arm's length basis.

We arrived at Fair Value of BHEL based on the following weights offered for the valuations arrived based on the two methods of Asset Based and Market Value based:



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Fair Value of BHEL - Calculations			Weight	
Asset Based Value (NAV) of BHEL based on Q1 FY21-22	Rs. Lac	7,623.47	1	7623.47
Income Based Value		NA		
Market Value based Fair Value of BHEL shares	Rs. Lac	3415.39	3	10246.17
Fair Value of BHEL	Rs. Lac	4,467.41		4467.41
Fair Value of 1 share (FV Re.1/=) of BHEL	Rs.	3.05		3.04887

We arrived at Fair Value of TEL based on the following weights offered for the valuations arrived based on the two methods of NAV and Market Value Peer Group PE factor:

Fair Value - calculations of TEL			Weight	
NAV based Valuation of TEL	Rs. Lacs	2,358.65	3	7075.95
Listed PEER (including BHEL) PE Based Valuation	Rs. lacs	283.74	1	283.74
Fair Business Value of TEL		1,839.92	4	1839.92
Fair Value of 1 Share (of FV of Rs. 10 each)L - Rs.	Rs.	7.95312		

Based on our analysis of the Company and subject to our comments as detailed in this report, the fair value of both the Companies is detailed as below:

Fair Value of BHEL and TEL			Rs. Cr
A	Fair Value of BHEL		4,467.41
B	Fair Value of TEL		1,839.92
	Eligible Value for TEL shareholders of Fair Value of BHEL		41%
	No. of Shares of BHEL (FV Re.1) to be Allotted to TEL Shareholders		60347795

Caveats, Limitations and Disclaimers

i. Restriction on use of Valuation Report

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use and the Regulations. We do not take any responsibility for the unauthorized use of this report.

ii. Responsibility of Registered Valuer

We owe responsibility to only to the client that has appointed us under the terms of the engagement letter. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the client or companies, their directors, employees or agents.



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iii. Accuracy of Information

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.

iv. Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

v. Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

vi. Range of Value Estimate

The valuation of the Company is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Although every scientific method has been employed in systematically arriving at the value, there is, therefore, no indisputable single value and the estimate of the value is normally expressed as falling within a likely range. To comply with the client request, we have provided a single value we consider the valuation to be both reasonable and defensible based on the information available, others may place a different value.

viii. Reliance on the representations of the clients, their management and other third parties

Though information provided and assumptions used by management/others in developing projections have been appropriately reviewed, enquiries made regarding basis of key assumptions but the client and its management/representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data, we shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the Company, their directors, employee or agents.

ix. No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and/or reproduced in its proper form and context.

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x. Compliance with relevant laws

The report assumes that the Company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Company/business/assets will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet provided to us.

xi. Multiple factors affecting the Valuation Report

The valuation report is tempered by the exercise of judicious discretion by the valuer and judgment taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the balance sheet but could strongly influence the value.

xii. Future services including but not limited to Testimony or attendance in courts/tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.

xiii. Unavailability of information as on Valuation Date

Fair Value of the company has been performed on the provisional unaudited standalone balance sheet provided by management as of the valuation date. The management has also confirmed that there has not been any material change since the last available financial statements.

xiv. We had provided a draft copy / workings of this report to the management of the Company, who confirmed to the best of their knowledge and belief that the factual information contained within this report is correct and that there are no material omissions. We reserve the right to alter our conclusions should any information that we are not aware of at the time of preparing this report comes to light that has a material impact on the conclusions herein.

xv. While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the client. Our report is subject to the scope and limitations detailed herein. As such the report is to be read



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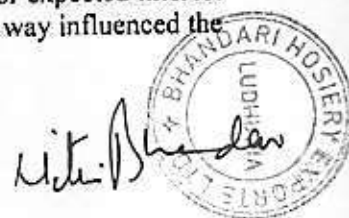
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in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

- xvi. The valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. However, as purpose requires the expression of a single value, we have adopted a single value. Whilst we consider our value to be both reasonable and defensible based on the information available to us, others may place a different value on the Company.
- xvii. An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.
- xviii. The ultimate analysis will have to be tempered by the exercise of judicious discretion by the valuer and judgment taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the face of the Balance Sheet but could strongly influence the value.
- xix. In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company.
- xx. We are independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for our services in no way influenced the results of our analysis.



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Annexure 1 – Extract of Financial Statements of BHEL

		Rs. Lacs	Rs. Lacs	Rs. Lacs	
Particulars (as on 31st Mar in case of full FYs)	Q1 21-22	2021	2020	2019	
Equity and Liabilities	Projected	Audited	Audited	Audited	
1.0 Equity					
Equity Share Capital	1,465.27	1,465.27	1,465.27	1,465.27	
Other Equity	6158.2	6077.8	5,925.56	5,412.05	
Total Equity	7,623.47	7,543.07	7,390.83	6,877.32	
2.0 Liabilities					
2.1 Non Current Liabilities					
(a) Financial Liabilities - borrowings		3874.64	3,430.07	2712.05	
(b) Provisions			0.00		
(c) Deferred Tax Liabilities		383.95	375.69	355.69	
(d) Other Non Current Liabilities					
Total Non-current Liabilities		4258.59	3,805.76	3,067.74	
2.2 Current Liabilities					
(a) Financial Liabilities					
i. Borrowings		6954.29	7,065.10	5953.84	
ii. Trade Payables		857.81	1,099.61	1113.39	
(b) Other Current Liabilities		1038.57	1,045.90	869.3	
(c) Provisions		76.95	106.23	93.24	
(d) Current Tax liabilities (net)			0.00		
Total Current Liabilities		8927.62	9,316.84	8,029.77	
Total Equity and Liabilities (1+2.1+2.2)		20,729.28	20,513.43	17,974.83	
Assets					
1 Non-Current Assets					
(a) Property, Plant & Equipment		5976.72	6,525.14	5263.74	
(b) Capital Work in Progress		226.43	5.47	94.84	
(c) Intangible Assets		1.25	1.25	1.25	
(d) Financial Assets			0.00	0	
Total Non Current Assets		6204.4	6,531.86	5,359.83	
2 Current Assets					
(a) Inventories		7657.59	7,222.36	6,891.73	
(b) Financial Assets					
i. Trade receivables		5118.45	5,331.85	4,237.19	
ii. Cash & Cash Equivalents		224.9	95.98	152.89	
iii. Loans		38.14	37.05	39.90	
(c) Other Current Assets		1485.81	1,294.34	1,293.29	
Total Current Assets		14524.89	13,981.58	12,615.00	
Total Assets (1+2)		20729.29	20,513.44	17,974.83	

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Stamp: HANADARI HOSEY EXP. INDIA

Stamp: ANIL RUSTGI

Stamp: Registered Valuer for Financial Assets

Stamp: Regn. No. IBBI/RV/05/2019/12313

ANIL RUSTGI

Registered Valuer for Financial Assets

Regn. No: IBBI/RV/05/2019/12313

524, Tower 6, HEWO I, Sector 56, Gurgaon - 122011

Mobile No: +91-9873333343

Email: anil_rustgi@yahoo.co.in

BHEL - Profit and Loss Account		Rs. Lacs		
		Q1 21-22	20-21	19-20
A	Gross Revenue	4307.32	22606.49	27753.51
B	Expenses (other than Depreciation)	4057.4	21854.48	26625.88
C	Depreciation	142.72	539.78	501.44
A- (B+C)=D	Profit before Tax	107.2	212.23	626.19
E	Tax	26.8	45.33	95
D-E=F	Profit after Tax	80.4	166.9	531.19
F+C=G	Cash Accrual	223.12	706.68	1032.63
	Earnings per share (FV Re.1/= per share) annualised for Q1	0.22	0.11	0.36
	Average EPS (Q1 21-22 and 20-21)	0.1350		

Returns on Net Worth (RONW)

5.62%

2.81%

8.47%

Annexure 2 – Extract of Financial Statements of TEL

Tikani Exports Limited (TEL) [Earlier Bhandari Knit Exports, Partnership Firm (BKE)]				
		Rs. In lacs		
		2021	2020	2019
Particulars (as on 31st March)			TEL	BKE
Equity and Liabilities				
1.0	Equity			
	Equity Share Capital	2,313.46	2,313.46	2,320.56
	Other Equity	45.19	23.06	0.00
	Total Equity	2,358.65	2,336.52	2,320.56
2.0	Liabilities			
2.1	Non Current Liabilities			
	(a) Financial Liabilities - borrowings	99.63	53.59	0
	(b) Provisions		0.00	
	(c) Deferred Tax Liabilities	0.29	0.29	0
	(d) Other Non Current Liabilities			
	Total Non-current Liabilities	99.92	53.88	0.00
2.2	Current Liabilities			
	(a) Financial Liabilities			
	i. Borrowings	745.07	752.88	830.1
	ii. Trade Payables	106.01	99.84	58.23
	(b) Other Current Liabilities	68.06	37.15	15.04

ANIL RUSTGI

Registered Valuer for Financial Assets

Regn. No: IBBI/RV/05/2019/12313

524, Tower 6, HEWO I, Sector 56, Gurgaon - 122011

Mobile No: +91-9873333343

Email: anil_rustgi@yahoo.co.in

	(c) Provisions	9.48	9.60	0	0.00
	(d) Current Tax liabilities (net)		0.00		
	Total Current Liabilities	928.62	899.47	903.37	1,124.99
	Total Equity and Liabilities (1+2.1+2.2)	3,387.19	3,289.87	3,223.93	3,435.13
	Assets				
1	Non-Current Assets				
	(a) Property, Plant & Equipment	1692.66	1,713.01	1730.05	1744.79
	(b) Long Term Loans and Advances	13.41	0.00	0	0
	(c) Intangible Assets		0.00	0.00	0.00
	(d) Preliminary Exp to be w/o	18.69	18.69	0	0
	Total Non Current Assets	1724.76	1,731.70	1,730.05	1,744.79
2	Current Assets				
	(a) Inventories	721.5	881.23	726.41	682.84
	(b) Financial Assets				
	i. Trade receivables	676.52	562.83	669.79	882.50
	ii. Cash & Cash Equivalents	6.89	30.56	27.23	20.48
	iii. Loans		0.00	0.00	0.00
	(c) Other Current Assets	257.51	83.55	70.45	104.52
	Total Current Assets	1662.42	1,558.17	1,493.88	1,690.34
	Total Assets (1+2)	3387.18	3,289.87	3,223.93	3,435.13

	Profit and Loss Account	2021	2020/2	2020/1	2020
		TEL	TEL	BKE	Total
A	Gross Revenue	2746.91	2562.01	1367.28	3929.29
B	Expenses (other than Depreciation)	2694.94	2517.19	1353.47	3870.66
C	Depreciation	20.35	11.87	5.17	17.04
A- (B+C)=D	Profit before Tax	31.62	32.95	8.64	41.59
E	Tax	9.49	9.89	0	9.89
D-E=F	Profit after Tax	22.13	23.06	8.64	31.7
F+C=G	Cash Accrual	42.48	34.93	13.81	48.74
	Earnings per share	0.10	0.14		

Returns on Net Worth (RONW)

1.34%

1.78%

2.26%

2.17%

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Bhandari Hosier Exports Limited (BHEL)

Particulars	(as on 31st March)	Q1 21-22	2021	2020	2019	2018
Equity and Liabilities						
1.0 Equity						
Equity Share Capital		1,465.27	1,465.27	1,465.27	1,465.27	1,465.27
Other Equity		6158.2	6077.8	5,925.56	5,412.05	4,894.15
Total Equity		7,623.47	7,543.07	7,390.83	6,877.32	6,359.42
2.0 Liabilities						
2.1 Non Current Liabilities						
(a) Financial Liabilities - borrowings			3874.64	3,430.07	2712.05	2728.58
(b) Provisions				0.00		
(c) Deferred Tax Liabilities			383.95	375.69	355.69	339.44
(d) Other Non Current Liabilities						
Total Non-current Liabilities			4258.59	3,805.76	3,067.74	3,068.02
2.2 Current Liabilities						
(a) Financial Liabilities						
i. Borrowings			6954.29	7,065.10	5953.84	5463.15
ii. Trade Payables			857.81	1,099.61	1113.39	1423.38
(b) Other Current Liabilities			1038.57	1,045.90	869.3	803.88
(c) Provisions			76.95	106.23	93.24	52.40
(d) Current Tax liabilities (net)				0.00		
Total Current Liabilities			8927.62	9,316.84	8,029.77	7,742.81
Total Equity and Liabilities (1+2.1+2.2)			20,729.28	20,513.43	17,974.83	17,170.25
Assets						
1 Non-Current Assets						
(a) Property, Plant & Equipment			5976.72	6,525.14	5263.74	5618.36
(b) Capital Work in Progress			226.43	5.47	94.84	5.47
(c) Intangible Assets			1.25	1.25	1.25	1.25
(d) Financial Assets				0.00	0	0
Total Non Current Assets			6204.4	6,531.86	5,359.83	5,625.08
2 Current Assets						
(a) Inventories			7657.59	7,222.36	6,891.73	5,889.16



(b) Financial Assets									
i. Trade receivables		5118.45	5,331.85	4,237.19	4,613.89				
ii. Cash & Cash Equivalents		224.9	95.98	152.89	169.36				
iii. Loans		38.14	37.05	39.90	66.58				
(c) Other Current Assets		1485.81	1,294.34	1,293.29	806.18				
Total Current Assets		14524.89	13,981.58	12,615.00	11,545.17				
Total Assets (1+2)		20729.29	20,513.44	17,974.83	17,170.25				
BHEL Net Asset Value (NAV)	30.6.2021	31.3.2021	31.3.2020	31.3.2019	31.3.2018				
Total Shareholders Fund (Equity) - Rs. Lacs	7,623.47	7,543.07	7,390.83	6,877.32	6,359.42				
No. of Shares (of Re.1 each) - No.	14,65,26,950	14,65,26,950	14,65,26,950	14,65,26,950	14,65,26,950				
Net Asset Value per Share - Rs.	5.20278	5.14791	5.04401	4.69355	4.34010				

BHEL - Profit and Loss Account		Rs. Lacs				
	Q1 21-22	20-21	19-20	18-19	17-18	
A Gross Revenue	4307.32	22606.49	27753.51	26639.28	24842.97	
B Expenses (other than Depreciation)	4057.4	21854.48	26625.88	25572.26	23837.89	
C Depreciation	142.72	539.78	501.44	435.23	414.01	
-(B+C) Profit before Tax	107.2	212.23	626.19	631.79	591.07	
E Tax	26.8	45.33	95	96.25	95.37	
D-E=F Profit after Tax	80.4	166.9	531.19	535.54	495.7	
F+C=G Cash Accrual	223.12	706.68	1032.63	970.77	909.71	
Earnings per share (FV Re.1/= per share) annualised for Q1	0.22	0.11	0.36			
Average EPS (Q1 21-22 and 20-21)	0.1350					

Returns on Net Worth (RONW)

5.62% 2.81% 8.47% 9.19% 9.29%

Market Price of Shares of BHEL		NSE	BSE	Average of BSE and NSE prices		PE Ratio
		Weighted Average Price				
	Jul-21	3.67	3.67		3.6705	
	Jun-21	3.32	3.33		3.3265	
	May-21	2.51	2.52		2.5145	
	Average				3.1705	23.48



Peer Group Comparison - Textile (Garments)

Name	TTM EPS	Present Value/FV	TTM PE Ratio
	12.08.21	12.08.21	12.08.21
	Rs. Per share	Rs. Per share	
1 Acknit Industries	19.23	115/10	6.06
2 Ashmoor Textile Mills	4.25	33/10	7.76
3 KG Petrochem	26.93	369/10	13.7
4 Kiteex Garments	8.16	166/1	20.34
5 MK Exim	10.10	81.45/10	8.06
6 Monte Carlo Fashion	33.6	347/10	10.35
Average PE of PEER group (other than BHEL)			11.05
Average PE OF PEER group including BHEL			12.82

Market Value of BHEL Share, Market Cap and Peer Group comparison	Weight	Rs. Lacs
Earnings Per Share (FV Re.1/= per share)	Rs.	0.1350
Applicable PE (peer group)		11.05
Market Value of BHEL as per Industry PE (Peer Group)	Rs.lac	2185.14
Market Cap of BHEL based on its own Market value	Rs. Lacs	4645.64
Weighted Capital Market based value of BHEL		3415.39

Fair Value of BHEL - Calculations	Weight	
Asset Based Value (NAV) of BHEL based on Q1 FY21-22	Rs. Lac	7,623.47
Income Based Value		NA
Market Value based Fair Value of BHEL shares	Rs. Lac	3415.39
Fair Value of BHEL	Rs. Lac	4,467.41
Fair Value of 1 share (FV Re.1/=) of BHEL	Rs.	3.05

2.97

	Fair Value of BHEL and TEL	Rs. Cr
A	Fair Value of BHEL	4,467.41
B	Fair Value of TEL	1,839.92



Eligible Value for TEL shareholders of Fair Value of BHEL				41%
No. of Shares of BHEL (FV Re.1) to be Allotted to TEL Shareholders				60347795

To be rounded up to TENS

Pre Merger capital of BHEL
Post Merger capital of BHEL
Present Shareholding of Promoters
Post Merger Promoters Shareholding

No.	14,65,26,950	%
No.	20,68,74,745	
No.	3,65,53,132	24.95%
No.	9,69,00,927	46.84%

Computation of Relative Fair Value per share and Fair Share Exchange Ratio of Transferee and Transferor Company as per the Valuation Report

Valuation Approach	Bhandari Hosiery Exports Ltd. (Transferee Company)	Tikani Exports Ltd. (Transferor Company)
Face Value per share	Value per Share - Rs.	Value per share - Rs.
Asset Approach	Re.1 each	Rs. 10 each
Income Approach	0.52028	10.19534
Market Approach	NA	NA
Relative Value per share	0.23309	1.22649
Exchange Ratio	3.04887	7.95312
		2.60855

Total Number of TEL Shares (Face Value of Rs. 10 each)		2,31,34,600
Total Number of BHEL Shares recommended to be allotted to the Shareholders of TEL (Face Value of Re. 1 each)		6,03,47,795
Ratio - 2.60855 shares of BHEL of Face Value of Re.1/- each to be allotted against each one share of TEL of Face Value Rs. 10/- each		2.60855



Tikani Exports Limited (TEL) [Earlier Bhandari Knit Exports, Partnership Firm (BKE)]					
Particulars (as on 31st March)	2021	Rs. In lacs			
		2020	2019	2018	
Equity and Liabilities		TEL	BKE	BKE	
1.0 Equity					
Equity Share Capital	2,313.46	2,313.46	2,320.56	2,310.14	
Other Equity	45.19	23.06	0.00	0.00	
Total Equity	2,358.65	2,336.52	2,320.56	2,310.14	
2.0 Liabilities					
2.1 Non Current Liabilities					
(a) Financial Liabilities - borrowings	99.63	53.59	0	0	
(b) Provisions		0.00			
(c) Deferred Tax Liabilities	0.29	0.29	0	0	
(d) Other Non Current Liabilities					
Total Non-current Liabilities	99.92	53.88	0.00	0.00	
2.2 Current Liabilities					
(a) Financial Liabilities					
i. Borrowings	745.07	752.88	830.1	919.33	
ii. Trade Payables	106.01	99.84	58.23	169.27	
(b) Other Current Liabilities	68.06	37.15	15.04	36.39	
(c) Provisions	9.48	9.60	0	0.00	
(d) Current Tax liabilities (net)		0.00			
Total Current Liabilities	928.62	899.47	903.37	1,124.99	
Total Equity and Liabilities (1+2.1+2.2)	3,387.19	3,289.87	3,223.93	3,435.13	
Assets					
1 Non-Current Assets					
(a) Property, Plant & Equipment	1692.66	1,713.01	1730.05	1744.79	
(b) Long Term Loans and Advances	13.41	0.00	0	0	
(c) Intangible Assets		0.00	0.00	0.00	
(d) Preliminary Exp to be w/o	18.69	18.69	0	0	



Total Non Current Assets	1724.76	1,731.70	1,730.05	1,744.79
2 Current Assets				
(a) Inventories	721.5	881.23	726.41	682.84
(b) Financial Assets				
i. Trade receivables	676.52	562.83	669.79	882.50
ii. Cash & Cash Equivalents	6.89	30.56	27.23	20.48
iii. Loans		0.00	0.00	0.00
(c) Other Current Assets	257.51	83.55	70.45	104.52
Total Current Assets	1662.42	1,558.17	1,493.88	1,690.34
Total Assets (1+2)	3387.18	3,289.87	3,223.93	3,435.13
Net Asset Value (NAV)	31.3.2021	31.3.2020	31.3.2019	31.3.2018
Total Shareholders Fund (Equity)	2,358.65	2,336.52	2,320.56	2,310.14
No. of Shares (of Rs.10 each)	2,31,34,600	2,31,34,600	0	0
Net Asset Value per Share (Rs.)	10.1953351	10.0997	0.00	0.00

Profit and Loss Account		2021	2020/2	2020/1	2020	2019	2018
	TEL		TEL	BKE	Total	BKE	BKE
A	Gross Revenue	2746.91	2562.01	1367.28	3929.29	6188.39	6242.45
B	Expenses (other than Depreciation)	2694.94	2517.19	1353.47	3870.66	6121.29	6175.5
C	Depreciation	20.35	11.87	5.17	17.04	14.59	16.9
A-(B+C)=D	Profit before Tax	31.62	32.95	8.64	41.59	52.51	50.05
E	Tax	9.49	9.89	0	9.89	0	0
D-E=F	Profit after Tax	22.13	23.06	8.64	31.7	52.51	50.05
F+C=G	Cash Accrual	42.48	34.93	13.81	48.74	67.1	66.95
	Earnings per share	0.10	0.14				

Returns on Net Worth (RONW)

1.34%

1.78%

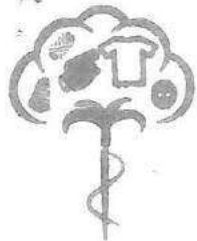
2.26%

2.17%



Fair Value - calculations of TEL					Weight	
NAV based Valuation of TEL			Rs. lacs	2,358.65	3	7075.95
Listed PEER (including BHEL) PE Based Valuation			Rs. lacs	283.74	1	283.74
Fair Business Value of TEL				1,839.92	4	1839.92
Fair Value of 1 Share (of FV of Rs. 10 each) L.- Rs.		Rs.		7.95312		





Bhandari Hosiery Exports Ltd.

Sustainable Innovation
Design • Fabric • Garments

(A GOVT. OF INDIA RECOGNISED EXPORT HOUSE)

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Phones : +91-88720 16409, +91-88720 16410

E-mail : bhandari@bhandariexport.com Web : www.bhandariexport.com

(Corporate Identification No./CIN : L17115PB1993PLC013930)

REPORT OF THE AUDIT COMMITTEE OF BHANDARI HOSIERY EXPORTS LIMITED
RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT AND MERGER OF
TIKANI EXPORTS LIMITED WITH BHANDARI HOSIERY EXPORTS LIMITED IN ITS
AUDIT COMMITTEE MEETING HELD ON 30TH DAY OF AUGUST, 2021 AT
REGISTERED OFFICE OF THE COMPANY COMMENCED AT 2:00 PM AND
CONCLUDED AT 02:45 PM.

PRESENT:

Sr. No.	Name	Designation/Position	Mode of Presence Physical/Electronic
1	Sh. Surinder Kumar Kapoor	Chairperson of Meeting/Independent Director	Physically Present
2	Smt. Geetika Bhalla	Non Executive Independent Director/Member	Physically Present
3	Sh. Nitin Bhandari	Mg. Director/Member	Physically Present

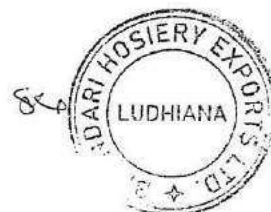
Also Present:

Name	Designation/Position	Mode of Presence Physical/Electronic
Sh. Daljeet Singh	Company Secretary	Physically Present

1. Background:

1.1 Bhandari Hosiery Exports Limited ("Company") is a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office Bhandari House, Village Meharban, Rahon Road, Ludhiana. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited (together the "Stock Exchanges").

1.2 Tikani Exports Limited, Company (Transferor Company) is a public limited company incorporated under the Companies Act, 2013 having its registered office at KH400/413 Bhandari House, Village Meharban, Rahon Road Ludhiana 141007. The Transferor Company is not listed on any stock exchange in India or abroad.



1.3. A meeting of the Audit Committee of the Company was held on August 30, 2021 to consider and recommend to the Board the revised draft Scheme of Arrangement and Merger of Tikani Exports Limited with Bhandari Hosiery Exports Limited under provisions of Section 230 to 234 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the Scheme").

1.4 The report of the Audit Committee is made in compliance with clause No. 2(c) of Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017 dealing with Schemes of arrangement involving listed companies, issued by Securities and Exchange Board of India (the "SEBI Circular" dated December 22, 2020).

1.5 The following documents were placed for consideration of the Committee:

(a) Draft Scheme of Merger/ Arrangement

(b) Equity Share Valuation Report dated 19th August, 2021 issued by Mr. Anil Rustgi IBBI Registered Valuer having Registration No. IBBI/RV/05/2019/12313 and the Fairness opinion dated August 28, 2021 issued by Sobhagya Capital Options Ltd., Category I Merchant Bankers issued based on the said Valuation Report.

(c) Certificate issued by Krishan Goel and Associates, Chartered Accountants, Statutory Auditors of the Company, confirming that the accounting treatment contained in the Draft Scheme is in compliance with the applicable accounting standards specified by the Central Government under Section 133 of the Companies Act, 2013 pursuant to paragraph 5 of Annexure I of the SEBI Circular.

2. Proposed Scheme:

2.1 The Audit Committee noted that the salient features of the Scheme are as under.

a. There is no cash consideration involved. Upon the Scheme of Amalgamation becoming effective, based on the Valuation Report issued by independent IBBI registered Valuer and share exchange ratio recommended therein and endorsed by the Category I Merchant banker to be Fair all the equity shareholders of the Tikani Exports Limited (Transferor Company) will be allotted equity shares in Bhandari Hosiery Exports Limited (Transferee Company) in the ratio of 2.6085515 equity shares (having face value of Re. One each) in Bhandari Hosiery Exports Limited for one equity share (having face value of Rs. 10/- each) of Tikani Exports Limited Bhandari Hosiery Exports Limited.

b. "Appointed Date" means 1 April, 2022 or such other date as may be determined by the Board of the Transferor Company and the Transferee Company or such other date as may be approved by the Hon'ble NCLT of Chandigarh (Chandigarh Bench).



c. "Effective date" means the last of the dates on which the certified copy of the order of the Hon'ble NCLT of Chandigarh is filed with the Registrar of companies of Chandigarh, by Transferor Company and Transferee Company. Any reference in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the schemes" shall mean and refer to the Effective Date.

3. Audit Committee comments on following points as per SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020:

3.1 Need for the merger:

The Merger of Tikani Exports Limited into Bhandari Hosiery Exports Limited would strengthen the position of the resultant entity i.e. the Transferee Company, by enabling it to harness and optimise the synergies of the Transferor Companies.

3.2 The Audit Committee reviewed the revised draft scheme along with the other documents placed before the Committee and also noted the rationale of the Scheme, which inter-alia is as follows:

a. Consolidation of the business of the Transferee Company presently being carried out through Transferor Companies in one entity and would strengthen the position of the resultant entity i.e. the Transferee Company, by enabling it to harness and optimise the synergies of the Transferor Companies.

b. The Scheme will result in operational efficiencies due to optimal utilization of resources and finances of both the companies, which will create new opportunities to further expand its business.

c. The machinery of Transferor Company will be valuable for Transferee Company's production of goods, which includes one ton dyeing machine and stitching machine sets for garments division.

3.3 Synergies of business of the entities involved in the Scheme:

By combining business activities, overall performance efficiency tends to increase and across-the-board costs tend to drop, due to the fact that each company leverages off of the other company's strengths. The Transferee Company is engaged in the operation of fabric dyeing, fabric processing, fabric knitting and the manufacturing of garments and fabrics Transferor Company is in the business of fabric dyeing and manufacturing of garments. Accordingly the Scheme of consolidation of the two businesses is strategic in nature and will generate business synergies.

3.4 Impact of the Scheme on the Shareholders:

The scheme has positive impact on the shareholders. As company will grow with better opportunities in larger market by cost cutting and better utilization of resources, shareholders



will earn more. The scheme also ensures the stability in price of shares. The scheme is not detrimental to the shareholders.

3.5 Cost benefits analysis of the scheme:

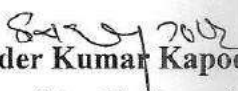
When two companies have similar products or services, combining can create a large opportunity to reduce costs. When companies merge, frequently they have an opportunity to combine locations or reduce operating costs by integrating and streamlining support functions.

4. Recommendation of the Audit Committee

The Audit Committee after due deliberations and consideration of all the terms of the Draft Scheme, the Share Valuation Report and the Fairness Opinion recommends the draft Scheme for favourable consideration by the Board of Directors of the Company.

For and on behalf of Audit Committee

Bhandari Hosiery Exports Ltd.


Sh. Surinder Kumar Kapoor
Chairman of Audit Committee



Date: 30/08/2021

Place: Ludhiana

Date : Aug 24, 2021
Ref : SCOL/Valuation/21-22/Aug

To

1. **Bhandari Hosiery Exports Limited**
Bhandari House, Rahon Road, Village Meharban
Ludhiana 141007, Punjab
2. **Tikani Exports Limited**
Bhandari House, Rahon Road, Village Meharban
Ludhiana, 141007, Punjab

Dear Sirs,

Subject: Fairness Opinion on Share Exchange Ratio for the purpose of proposed Merger of Tekani Exports Limited (TEL) with Bhandari Hosiery Exports Limited (BHEL) under a proposed scheme of Arrangement/ Merger under sections 230 to 232 of the Companies Act, 2013

1. **Background**

We, M/s Sobhagya Capital Options Limited, a Category I Merchant Banker registered with SEBI, have been appointed by M/s Bhandari Hosiery Exports Limited having its registered office at Bhandari House, Rahon Road, Village Meharban, Ludhiana, Punjab (BHEL or the "Transferee Company") and Tikani Exports Limited having its registered office at Bhandari House, Rahon Road, Village Meharban, Ludhiana, Punjab (TEL or the "Transferor Company") to provide a fairness opinion on share exchange ratio recommended by M/s Anil Rustgi, registered Valuer for Financial Assets with IBBI bearing registration No. IBBI/RV/05/2019/12313 (hereinafter referred to as "Valuer"), who were appointed Valuer by BHEL and TEL for the purpose of proposed Merger of TEL with BHEL.

2. **Brief Background about the Companies**

Bhandari Hosiery Exports Limited

Bhandari Hosiery Exports Limited, bearing Corporate Identification Number CIN L17115PB1993PLC013930 was incorporated on 25th Nov 1993. It is classified as Non-govt. listed company (limited by shares) and is registered with Registrar of Companies, Chandigarh.

Its Authorized Share Capital stands at Rs. 25,00,00,000 and Paid up Share Capital stands at Rs.14,65,26,950. The Registered office of the company is situated at Bhandari House, Rahon Road, Village Meharban, Ludhiana 141007, Punjab.

The Company is part of Textile industry and is engaged in Garment manufacturing and related activities.

Equity shares of the Company are listed on Mumbai Stock Exchange (BSE) effective from 5th January 1995 and on National Stock Exchange (NSE) on 30th January 2017. Promoters of BHEL presently hold 3,65,53,132 equity shares of the Company

constituting 24.95% of the total paid up equity share capital of the Company. Rest of the 75.05% shares are held by non-promoter shareholders i.e. Institutional Investors, retail investors etc. and the shares of the company are frequently traded on BSE and on NSE.

Tikani Exports Limited

Tikani Exports Limited, bearing Corporate Identification Number U18202PB2019PLC049906 was incorporated on 23rd August, 2019 for the purpose of taking over the running business of Partnership Firm "Bhandari Knit Exports"(BKE) and the Main Object No.1 of TEL reads as below.

- 1) "To acquire and takeover as a going concern the business now being carried on at Ludhiana under the name & style of "Bhandari Knit Exports", the Partnership Firm incorporated on 6th December, 1996 (having the deed amended from time to time) under the Partnership Act, 1932 and having the firm registration no. 332 of 2013-14 with the Registrar of Firms at Chandigarh, together with all of the assets including land & building, plant & machinery and other assets and liabilities of that partnership business used in connection therewith or belonging thereto with effect from such date and upon such terms and conditions as may be negotiated and decided by the Directors of the Company, for consideration either by way of allotment of shares in the Company or in cash or partly in one way and partly in other and after such takeover the above firm shall cease to exist."

TEL is classified as Non-govt. listed company (limited by shares) and is registered with Registrar of Companies, Chandigarh.

Its Authorized Share Capital stands at Rs. 23,15,00,000 and Paid up Share Capital stands at Rs. 23,13,46,000. The Registered office of the company is situated at Bhandari House, Rahon Road, Village Meharban, Ludhiana, 141007, Punjab.

The Company, presently is engaged in textile related activities comprising of knitting cloth, fabric dyeing, processing and manufacture of garments.

All the equity shares of TEL are presently held by the promoters of BHEL.

3. About Sobhagya Capital Options Limited

Sobhagya Capital Options Limited (hereinafter referred to as "SCOL") is a Public Limited Company incorporated under the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana.

Our Company is a Category 1 Merchant Banker registered with Securities and Exchange Board of India (SEBI), Mumbai with Registration No.: MB/INM000008571.

4. Scope and Purpose of the Opinion

The Fairness Opinion is being issued in terms of the requirement of SEBI Circular No/ CFD/ DIL3/ CIR/2017/21 dated 10th March 2017. The purpose of the Opinion is to safeguard the interest of the shareholders of the Companies and this opinion shall be made available to the



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Website: www.sobhagyacapital.com
CIN: U74899DL1994PLC060089
SEBI Regn No. MB/NM000008571

Board of Directors and Shareholders of the Companies at the time of their respective meetings to review and consider the necessary resolutions for the purpose of approving and adopting the proposed Scheme of Merger and, to the extent mandatorily required under applicable laws of India, may be produced before judicial, regulatory or government authorities, in connection with the proposed merger.

The Opinion is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

5. Sources of Information

As on Valuation date of 30th September 2020, in connection with this exercise, we have used the following information received from the Management and/or gathered from public domain:

1. MOA/AOA and COIs of Companies.
2. Financial Statements of BHEL as of 31st March 2018, 2019, 2020 and 2021 and Q1 results for FY 2021-22.
3. Financial Statements of BKE/ TEL for three Financial Years ended on 31st March 2021.
4. Explanations provided by the management of the Company from time to time.
5. Valuation Report dated 14.08.2021 of BHEL and TEL issued by IBBI registered Valuer.
6. Valuation Report dated 20.10.2020 of infrastructure of TEL.
7. Declaration from management of BHEL and TEL regarding no material changes during period of first four months of the current financial years 2021-22.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the executive and representatives of the Company.

6. Fairness Opinion—

We have reviewed the important factors considered by the Valuer for the purpose of valuation analysis. A brief summary of some of the important factors considered by the Valuer are as follows:

A. With respect to valuation of TEL in the Proposed Merger with BHEL

- (i) TEL is an unlisted entity owned, controlled and managed by the Promoters/ Promoter Group of BHEL and a significant portion of gross revenues are earned by TEL while its dealings with BHEL as related party transaction(s).
- (ii) Face Value of Equity Shares of TEL is Rs.10 per share fully paid up.
- (iii) There is a wide variation in the profitability ratios of BHEL and of TEL.
- (iv) TEL carries a strong Value of the tangible assets owned by TEL which are being used in its carrying on manufacturing and ancillary activities which are duly supported by a Valuation Report dated 20.10.2020 submitted by accredited valuer of Land and Buildings.

Nitin Sharma



- (v) TEL and BHEL both are part of Textile-Garments/ processed goods category and the Valuer registered with IBBI has also identified the Peer group listed entities of BHEL and calculated the prevailing average PE Ratio that is being commanded by the Peer group. Valuer has also captured the prevailing weight average market value of equity shares of BHEL
- (vi) L as quoted on BSE and on NSE for last three months i.e. May, June and July 2021.
- (vii) The Valuer has applied the average PE commanded by BHEL and comparable Peer group PE ratio to arrive at Market value based valuation through the average EPS of FY 20-21 and annualized EPS of Q1 of FY 21-22 of TEL.
- (viii) TEL's profitability ratios are significantly low as compared to the profitability ratios of BHEL; TEL has a strong tangible asset net worth which post-merger will be available to the Merged entity. Duly considering this fact the Valuer has allocated weight of 3 to the NAV valuation of TEL and weight of 1 to the Comparable Market PE based valuation of TEL. In our view this mode of valuation is Fair.

B. With respect to the valuation of BHEL in the proposed Merger

- (i) Equity Shares of BHEL have Face Value of Re.1/- each are fully paid up and are listed on BSE and on NSE and are also being traded on the bourses albeit not in large volumes. Since last several years the trades in Shares of BHEL were commanding a low PE as compared to the PE that its Peer group/ industry on an average has been commanding. However, the market PE of BHEL shares has improved during the last three months.
- (ii) PE of BHEL in last three completed calendar months and the PE of the Peer group of BHEL (as identified by the Valuer) in TTL (Aug 2021) has been given equal weight of 1:1 to arrive at the Market Value based valuation of BHEL.
- (iii) BHEL enjoys a representative Net Asset Value which has been considered by the Valuer.
- (iv) Valuer has given a weight of 3 to the Market Value and 1 to the Net Asset Value to arrive at Fair Value of equity shares of BHEL which in our view is Fair.

The Share Exchange Ratio Report/ Valuation report issued by the Valuer recommends the share exchange ratio as below:

QUOTE

This report has been prepared in accordance with the provisions of Section 230-232 of the Companies Act, 2013, where a valuation report issued by an IBBI registered valuer is required.

Based on our analysis of the information provided by the management and subject to our comments as detailed in this report, we have arrived as on Valuation date of 19th August 2021 at the fair value per equity share of Rs. 3.04887 per share of BHEL having Face Value of Re. 1 each and Rs. 7.95312 per equity share of TEL having Face value of Rs. 10 each.

Valuation Approach	Bhandari Hosiery Exports Ltd. (Transferee Company)		Tikani Exports Ltd. (Transferor Company)	
	Value per Share - Rs.	Weight	Value per share - Rs.	Weight
Face Value per share	Re.1 each		Rs.10 each	

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SOBHAGYA CAPITAL OPTIONS LTD.

A SEBI Registered Merchant Banking Company

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SEBI Regn No. MB/NM000008571

Asset Approach	5.20277	1	10.19534	3
Income Approach	NA	NA	NA	NA
Market Approach	2.33090	3	1.22649	1
Relative Value per share	3.04887		7.95312	

Based on these valuations we also recommend that all the shareholders of TEL holding presently 2,31,34,600 number of shares of TEL (Rs. 10 Face Value) may be allotted 6,03,47,796 number of equity shares of BHEL (Re. 1/- Face Value) in the ratio of 2.6085515 equity shares of BHEL shares for every one equity share of TEL held as per table below.

Total Number of TEL Shares (Face Value of Rs. 10 each)	2,31,34,600
Total Number of BHEL Shares recommended to be allotted to the Shareholders of TEL (Face Value of Re. 1 each)	6,03,47,796
Ratio - 2.6085515 shares of BHEL of Face Value of Re.1/- each to be allotted against each one share of TEL of Face Value Rs. 10/- each	2.6085515

The shares of BHEL are in Dematerialized form and the trading unit is one share; any fraction of entitlement may be rounded off accordingly to avoid any fractional allotment of equity shares.

UNQUOTE

Based on the information and data made available to us including the Share Exchange Ratio / Valuation Report and the proposed Scheme of Merger/ Amalgamation and subject to the Disclaimers as mentioned in this Report, we are of the opinion that, the Share exchange ratio, as suggested by M/s Anil Rustgi, IBBI Registered Valuers, is fair and reasonable.

7. Disclaimer

- Our scope of work did not include the following:
 - An audit of the financial statements of BHEL and TEL.
 - Carrying out market survey/ financial feasibility for the Business of BHEL and TEL.
 - Conducting Financial and legal due diligence of BHEL and TEL.
- It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.
- We assume no responsibility and make no representations with respect to the accuracy for completeness of any information provided by the management of BHEL and TEL.
- We have not carried out any independent verification of the accuracy and completeness of all information as stated above. We have not reviewed any other documents other than those stated above.
- We do not assume any obligation to update, revise or reaffirm this Share Exchange Ratio Report because of events or transactions occurring subsequent to the date of the Report.





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SEBI Regn No. MB/INM000008571

- f) We understand that the management of BHEL and TEL during our discussions would have drawn our attention to all such information and matters, which may have impact on our opinion. In this Opinion we have included all such information and matters as was received by us from the management of BHEL and TEL.
- g) The fee for our services is not contingent upon the result of the proposed Merger.
- h) The management of BHEL and TEL or their related parties are prohibited from using this Opinion other than for its sole limited purpose and not to make copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion. This opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified in this opinion, under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions.
- i) We would not be responsible for any litigation or other actual or threatened claims.
- j) In no event, will SCOL, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provisions of this opinion.

Thanking you.

For Sobhagya Capital Options Limited


(Nisha)

Company Secretary









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)

Shareholding Pattern of Transferee Company as on 30.06.2021 (Pre Merger)

General information about company	
Scrip code	512608
NSE Symbol	BHANDARI
MSEI Symbol	NOTLISTED
ISIN	INE474E01029
Name of the company	BHANDARI HOSIERY EXPORTS LIMITED
Whether company is SME	No
Class of Security	Equity Shares
Type of report	Quarterly
Quarter Ended / Half year ended/Date of Report (For Prelisting / Allotment)	30-06-2021
Date of allotment / extinguishment (in case Capital Restructuring selected) / Listing Date	
Shareholding pattern filed under	Regulation 31 (1) (b)
Whether the listed entity is Public Sector Undertaking (PSU)?	No



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Declaration					
Sr. No	Particular	Yes/No	Promoter and Promoter Group	Public shareholder	Non Promoter-Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	No	No	No	No
2	Whether the Listed Entity has issued any Convertible Securities?	No	No	No	No
3	Whether the Listed Entity has issued any Warrants?	No	No	No	No
4	Whether the Listed Entity has any shares against which depository receipts are issued?	No	No	No	No
5	Whether the Listed Entity has any shares in locked-in?	No	No	No	No
6	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No		
7	Whether company has equity shares with differential voting rights?	No	No	No	No
8	Whether the listed entity has any significant beneficial owner?	No			

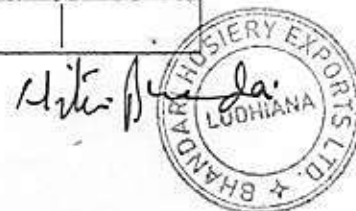


Table I - Summary Statement holding of specified securities											
Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of (A+B+C)
								Class eg: X	Class eg: Y	Total	
(A)	Promoter & Promoter Group	7	36553132			36553132	24.95	36553132		36553132	24.95
(B)	Public	20949	109973818			109973818	75.05	109973818		109973818	75.05
(C)	Non Promoter-Non Public										
(C1)	Shares underlying DRs										
(C2)	Shares held by Employee Trusts										
	Total	20956	146526950			146526950	100	146526950		146526950	

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Category (I)	Category of shareholder (II)	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (XI)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XI) (a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter & Promoter Group				24.95					36553132
(B)	Public				75.05					105955718
(C)	Non Promoter-Non Public									
(C1)	Shares underlying DRs									
(C2)	Shares held by Employee Trusts									
	Total				100					142508850

Nitin Sharma



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group									
Sr.	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group								
(1)	Indian								
(a)				24.91					36501800
Sub-Total (A) (1)				24.91					36501800
(2)	Foreign								
(a)				0.04					51332
Sub-Total (A) (2)				0.04					51332
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)				24.95					36553132
B	Table III - Statement showing shareholding pattern of the Public shareholder								
(1)	Institutions								
(a)				0.27					398194
Sub-Total (B) (1)				0.27					398194
(3)	Non-institutions								
(a(i))				36.67					50062339
(a(ii))				30.52					44713772
(e)				7.59					10781413
Sub-Total (B) (3)				74.78					105557524
Total Public Shareholding (B)= (B)(1)+ (B)(3)				75.05					105955718
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder								
Total (A+B+C2)				100					142508850
Total (A+B+C)				100					142508850

Mitun Banerjee

SHREY EXPORTS LTD. & BANGALORE
KARNATAKA

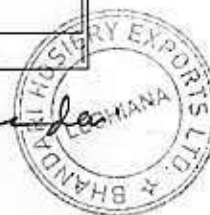
Individuals/Hindu undivided Family							
Serial No.	1	2	3	4	5	6	7
Name of the Shareholders (I)	Nitin Bhandari	Nitika Bhandari	Karun Bhandari	Naresh Bhandari	Mamta Bhandari	Shiva Bhandari	Ankit Bhandari
PAN (II)	AFPPB0808R	AFAPB9359Q	ABHPB7524L	ACWFB4357K	DBGPB7167H	DBGPB7163D	BPWPB8706E
No. of fully paid-up equity shares held (IV)	25178300	8676062	2637338	6750	1675	1675	0
No. Of Partly paid-up equity shares held (V)							
No. Of shares underlying Depository Receipts (VI)							
Total no. of shares held (VII) = (IV) + (V) + (VI)	25178300	8676062	2637338	6750	1675	1675	0
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	17.18	5.92	1.8	0	0	0	0
Number of Voting Rights held in each class of securities (IX)							
Class eg: X	25178300	8676062	2637338	6750	1675	1675	0
Class eg: y							
Total	25178300	8676062	2637338	6750	1675	1675	0
Total as a % of Total Voting rights	17.18	5.92	1.8	0	0	0	0
No. Of Shares Underlying Outstanding convertible securities (X)							
No. of Shares Underlying Outstanding Warrants (Xi)							
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)							
Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (Xi) (a) As a % of (A+B+C2)	17.18	5.92	1.8	0	0	0	0
Number of Locked in shares (XII)							
No. (a)							
As a % of total Shares held (b)							
Number of Shares pledged or otherwise encumbered (XIII)							
No. (a)							
As a % of total Shares held (b)							
Number of equity shares held in dematerialized form (XIV)	25178300	8676062	2637338	6750	1675	1675	0
Reason for not providing PAN							
Reason for not providing PAN							
Shareholder type	Promoter	Promoter	Promoter	Promoter	Promoter	Promoter	Promoter

Nitin Bhandari

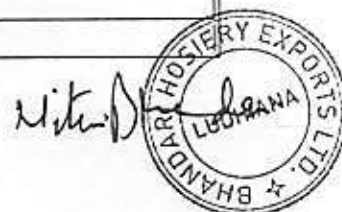


Individuals/Hindu undivided Family	
Serial No.	
Name of the Shareholders (I)	Click here to go back
PAN (II)	Total
No. of fully paid up equity shares held (IV)	36501800
No. Of Partly paid-up equity shares held (V)	
No. Of shares underlying Depository Receipts (VI)	
Total nos. shares held (VII) = (IV)+(V)+(VI)	36501800
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	24.91
Number of Voting Rights held in each class of securities (IX)	
Class eg: X	36501800
Class eg: Y	
Total	36501800
Total as a % of Total Voting rights	24.91
No. Of Shares Underlying Outstanding convertible securities (X)	
No. of Shares Underlying Outstanding Warrants (Xi)	
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)+(X) As a % of (A+B+C2)	24.91
Number of Locked in shares (XII)	
No. (a)	
As a % of total Shares held (b)	
Number of Shares pledged or otherwise encumbered (XIII)	
No. (a)	
As a % of total Shares held (b)	
Number of equity shares held in dematerialized form (XIV)	36501800
Reason for not providing PAN	
Reason for not providing PAN	
Shareholder type	

Nitin Sharma



Individuals (NonResident Individuals/ Foreign Individuals)		
Serial No.	1	
Name of the Shareholders (I)	Suresh K Bhandari	Click here to go back
PAN (II)	BCNFB7150G	Total
No. of fully paid up equity shares held (IV)	51332	51332
No. Of Partly paid-up equity shares held (V)		
No. Of shares underlying Depository Receipts (VI)		
Total nos. shares held (VII) = (IV) + (V) + (VI)	51332	51332
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	0.04	0.04
Number of Voting Rights held in each class of securities (IX)		
Class eg: X	51332	51332
Class eg: y		
Total	51332	51332
Total as a % of Total Voting rights	0.04	0.04
No. Of Shares Underlying Outstanding convertible securities (X)		
No. of Shares Underlying Outstanding Warrants (XI)		
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XI) (a)		
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	0.04	0.04
Number of Locked in shares (XII)		
No. (a)		
As a % of total Shares held (b)		
Number of Shares pledged or otherwise encumbered (XIII)		
No. (a)		
As a % of total Shares held (b)		
Number of equity shares held in dematerialised form (XIV)	51332	51332
Reason for not providing PAN		
Reason for not providing PAN		
Shareholder type	Promoter	



Individuals - II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.							
Serial No.	1	2	3	4	5	6	7
Name of the Shareholders (I)	Alka Mittal	Alkesh M Gopani	Geeta Radhakrishna Desai	Gurudas Sabaji Desai	Meena Sheth	Radhakrishna Sabaji Desai	Rajeev Mittal
PAN (II)	AAAXPM2704N	AABPG7730Q	AHRPD2769H	AACPD7503M	AACFO3151E	AACPD7504N	ACHPM4702A
No. of fully paid up equity shares held (IV)	2500000	1610000	4783560	2921050	4600000	2921040	2145000
No. Of Partly paid-up equity shares held (V)							
No. Of shares underlying Depository Receipts (VI)							
Total nos. of shares held (VII) = (IV) + (V) + (VI)	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	1.71	1.1	3.26	1.99	3.14	1.99	1.46
Number of Voting Rights held in each class of securities (IX)							
Class eg: X	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Class eg: y							
Total	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Total as a % of Total Voting Rights	1.71	1.1	3.26	1.99	3.14	1.99	1.46
No. Of Shares Underlying Outstanding convertible securities (X)							
No. of Shares Underlying Outstanding Warrants (Xi)							
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)							
Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	1.71	1.1	3.26	1.99	3.14	1.99	1.46
Number of Locked in shares (XII)							
No. (a)							
As a % of total Shares held (b)							
Number of equity shares held in dematerialized form (XIV)	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Reason for not providing PAN							
Reason for not providing PAN							

Uttam Sheth



Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.					
Serial No.	8	9	10	11	
Name of the Shareholders (I)	Shyam Abhay Jaisri	Vasudha Gurdas Desai	Bhavika Mitesh Shah	Udayan Ashok Singhania	Click here to go back
PAN (II)	AACPJ3729R	AHRPD2768G	ASAPS2573C	AWFPS5425E	Total
No. of fully paid up equity shares held (IV)	4000000	4414990	1925000	2190000	34010640
No. Of Partly paid-up equity shares held (V)					
No. Of shares underlying Depository Receipts (VI)					
Total nos. shares held (VII) = (IV) + (V) + (VI)	4000000	4414990	1925000	2190000	34010640
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	2.73	3.01	1.31	1.49	23.21
Number of Voting Rights held in each class of securities (IX)					
Class eg: X	4000000	4414990	1925000	2190000	34010640
Class eg:y					
Total	4000000	4414990	1925000	2190000	34010640
Total as a % of Total Voting rights	2.73	3.01	1.31	1.49	23.21
No. Of Shares Underlying Outstanding convertible securities (X)					
No. of Shares Underlying Outstanding Warrants (Xi)					
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)					
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	2.73	3.01	1.31	1.49	23.21
Number of Locked in shares (XII)					
No. (a)					
As a % of total Shares held (b)					
Number of equity shares held in dematerialized form (XIV)	4000000	4414990	1925000	2190000	34010640
Reason for not providing PAN					
Reason for not providing PAN					

Udayan Singhania



Any Other (specify)					
Serial No.	1	2	3	4	
Category	HUF	Non-Resident Indian (NRI)	Bodies Corporate	Clearing Members	
Category / More than 1 percentage	Category	Category	Category	Category	
Name of the Shareholders (I)					Click here to go back
PAN (II)					Total
No. of the Shareholders (I)	264	104	69	68	509
No. of fully paid up equity shares held (IV)	2887895	4482252	2219423	1537743	11127313
No. Of Partly paid-up equity shares held (V)					
No. Of shares underlying Depository Receipts (VI)					
Total nos. shares held (VII) = (IV)+(V)+(VI)	2887895	4482252	2219423	1537743	11127313
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	1.97	3.06	1.51	1.05	7.59
Number of Voting Rights held in each class of securities (IX)					
Class eg: X	2887895	4482252	2219423	1537743	11127313
Class eg: y					
Total	2887895	4482252	2219423	1537743	11127313
Total as a % of Total Voting rights	1.97	3.06	1.51	1.05	7.59
No. Of Shares Underlying Outstanding convertible securities (X)					
No. of Shares Underlying Outstanding Warrants (XI)					
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XI) (a)					
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)+(VII) = (X) As a % of (A+B+C2)	1.97	3.06	1.51	1.05	7.59
Number of Locked in shares (XII)					
No. (a)					
As a % of total Shares held (b)					
Number of equity shares held in dematerialized form (XIV)	2887895	4482252	1673523	1537743	10781413
Reason for not providing PAN					
Reason for not providing PAN					

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BRANDS & APPAREL EXPORTS LTD.
LUDHIANA



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)

Shareholding Pattern of Transferee Company (Post Merger)

General information about company	
Scrip code	512608
NSE Symbol	BHANDARI
MSEI Symbol	NOTLISTED
ISIN	INE474E01029
Name of the company	BHANDARI HOSIERY EXPORTS LIMITED
Whether company is SME	No
Class of Security	Equity Shares
Type of report	
Quarter Ended / Half year ended/Date of Report (For Prelisting / Allotment)	
Date of allotment / extinguishment (in case Capital Restructuring selected) / Listing Date	
Shareholding pattern filed under	Regulation 31 (1) (b)
Whether the listed entity is Public Sector Undertaking (PSU)?	No

Nitin Bhandari

Declaration					
Sl. No.	Particulars	Yes/No	Promoter and Promoter Group	Public shareholder	Non Promoter-Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	No	No	No	No
2	Whether the Listed Entity has issued any Convertible Securities?	No	No	No	No
3	Whether the Listed Entity has issued any Warrants?	No	No	No	No
4	Whether the Listed Entity has any shares against which depository receipts are issued?	No	No	No	No
5	Whether the Listed Entity has any shares in locked-in?	No	No	No	No
6	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No		
7	Whether company has equity shares with differential voting rights?	No	No	No	No
8	Whether the listed entity has any significant beneficial owner?	No			

Utkarsh



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of (A+B+C)
								Class eg: X	Class eg: Y	Total	
(A)	Promoter & Promoter Group	7	96847843			96847843	46.81	96847843		96847843	46.81
(B)	Public	20953	110026903			110026903	53.19	110026903		110026903	53.19
(C)	Non Promoter-Non Public										
(C1)	Shares underlying DRs										
(C2)	Shares held by Employee Trusts										
	Total	20960	206874746			206874746	100	206874746		206874746	

Mitun



Table 1 - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (XI)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (X) (a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter & Promoter Group				46.81					96847843
(B)	Public				53.19					107074953
(C)	Non Promoter-Non Public									
(C1)	Shares underlying DRs									
(C2)	Shares held by Employee Trusts									
	Total				100					203922796

Noted by _____



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group									
Sr.	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (A)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group								
(1)	Indian								
(a)				46.79					96796511
Sub-Total (A) (1)				46.79					96796511
(2)	Foreign								
(a)				0.02					51332
Sub-Total (A) (2)				0.02					51332
Total Shareholding of Promoter and Promoter Group (A)= (A(1)+(A(2))				46.81					96847843
B	Table III - Statement showing shareholding pattern of the Public shareholder								
(1)	Institutions								
(a)				0.19					398194
Sub-Total (B) (1)				0.19					398194
(2)	Non-institutions								
(a(i))				26					53787624
(a(ii))				21.61					42107722
(e)				5.38					10781413
Sub-Total (B) (2)				52.99					106676759
Total Public Shareholding (B)=(B(1)+(B(2)+(B(3))				53.19					107074953
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder								
Total (A+B+C2)				100					203922796
Total (A+B+C)				100					203922796

With: *[Signature]*



Individuals/Hindu undivided Family							
Serial No.	1	2	3	4	5	6	7
Name of the Shareholders (I)	Nitin Bhandari	Nitika Bhandari	Kusum Bhandari	Naresh Bhandari	Mamta Bhandari	Shiva Bhandari	Ankit Bhandari
PAN (II)	AFPPB0808R	AFAPB9359Q	ABHPB7524L	ACWFPB4357K	DBGPB7167H	DBGPB7163D	BPWFPB870GE
No. of fully paid up equity shares held (IV)	69210910	8676062	18899439	6750	1675	1675	0
No. Of Partly paid-up equity shares held (V)							
No. Of shares underlying Depository Receipts (VI)							
Total no. of shares held (VII) = (IV)+(V)+(VI)	69210910	8676062	18899439	6750	1675	1675	0
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	33.46	4.19	9.14	0	0	0	0
Number of Voting Rights held in each class of securities (IX)							
Class eg: X	69210910	8676062	18899439	6750	1675	1675	0
Class eg: y							
Total	69210910	8676062	18899439	6750	1675	1675	0
Total as a % of Total Voting rights	33.46	4.19	9.14	0	0	0	0
No. Of Shares Underlying Outstanding convertible securities (X)							
No. of Shares Underlying Outstanding Warrants (XI)							
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (X) (a)							
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X)(a) As a % of (A+B+C2)	33.46	4.19	9.14	0	0	0	0
Number of Locked in shares (XII)							
No. (a)							
As a % of total Shares held (b)							
Number of Shares pledged or otherwise encumbered (XIII)							
No. (a)							
As a % of total Shares held (b)							
Number of equity shares held in dematerialized form (XIV)	69210910	8676062	18899439	6750	1675	1675	0
Reason for not providing PAN							
Reason for not providing PAN							
Shareholder type	Promoter	Promoter	Promoter	Promoter	Promoter	Promoter	Promoter

Nitin Bhandari



Individuals/Hindu undivided Family	
Serial No.	
Name of the Shareholders (I)	Click here to go back
PAN (II)	Total
No. of fully paid up equity shares held (IV)	96796511
No. Of Partly paid-up equity shares held (V)	
No. Of shares underlying Depository Receipts (VI)	
Total nos. shares held (VII) = (IV) + (V) + (VI)	96796511
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	46.79
Number of Voting Rights held in each class of securities (IX)	
Class eg X	96796511
Class eg y	
Total	96796511
Total as a % of Total Voting rights	46.79
No. Of Shares Underlying Outstanding convertible securities (X)	
No. of Shares Underlying Outstanding Warrants (Xi)	
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (Xi)(a) As a % of (A+B+C2)	46.79
Number of Locked in shares (XII)	
No. (a)	
As a % of total Shares held (b)	
Number of Shares pledged or otherwise encumbered (XIII)	
No. (a)	
As a % of total Shares held (b)	
Number of equity shares held in dematerialized form (XIV)	96796511
Reason for not providing PAN	
Reason for not providing PAN	
Shareholder type	



Individuals (NonResident Individuals/ Foreign Individuals)		
Serial No.	1	
Name of the Shareholders (I)	Suresh K Bhandari	Click here to go back
PAN (II)	BCNPD7150G	Total
No. of fully paid up equity shares held (IV)	51332	51332
No. Of Partly paid-up equity shares held (V)		
No. Of shares underlying Depository Receipts (VI)		
Total nos. shares held (VII) = (IV)+ (V)+ (VI)	51332	51332
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	0.02	0.02
Number of Voting Rights held in each class of securities (IX)		
Class eg: X	51332	51332
Class eg: y		
Total	51332	51332
Total as a % of Total Voting rights	0.02	0.02
No. Of Shares Underlying Outstanding convertible securities (X)		
No. of Shares Underlying Outstanding Warrants (Xi)		
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)		
Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII) + (X) As a % of (A+B+C2)	0.02	0.02
Number of Locked in shares (XII)		
No. (a)		
As a % of total Shares held (b)		
Number of Shares pledged or otherwise encumbered (XIII)		
No. (a)		
As a % of total Shares held (b)		
Number of equity shares held in dematerialized form (XIV)	51332	51332
Reason for not providing PAN		
Reasons for not providing PAN		
Shareholder type	Promoter	

Ushar Bhandari



Individuals - II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.							
Serial No.	1	2	3	4	5	6	7
Name of the Shareholders (I)	Alka Mittal	Alkesh M Gopani	Geeta Radhakrishna Desai	Gurudas Sabaji Desai	Meena Sheth	Radhakrishna Sabaji Desai	Rajeev Mittal
PAN (II)	AAXPM2704N	AADPG7750Q	AHRPD2769H	AACPD7503M	AACFO3151E	AACPD7504N	ACHPM64702A
No. of fully paid up equity shares held (IV)	2500000	1610000	4783560	2921050	4600000	2921040	2145000
No. Of Partly paid-up equity shares held (V)							
No. Of shares underlying Depository Receipts (VI)							
Total nos. ² shares held (VII) = (IV) + (V) + (VI)	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	1.21	0.78	2.31	1.41	2.22	1.41	1.04
Number of Voting Rights held in each class of securities (IX)							
Class eg: X	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Class eg: y							
Total	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Total as a % of Total Voting rights	1.21	0.78	2.31	1.41	2.22	1.41	1.04
No. Of Shares Underlying Outstanding convertible securities (X)							
No. of Shares Underlying Outstanding Warrants (XI)							
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XI) (a)							
Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) = (VII) + (X) As a % of (A+B+C2)	1.21	0.78	2.31	1.41	2.22	1.41	1.04
Number of Locked in shares (XIII)							
No. (a)							
As a % of total Shares held (b)							
Number of equity shares held in dematerialized form (XIV)	2500000	1610000	4783560	2921050	4600000	2921040	2145000
Reason for not providing PAN							
Reason for not providing PAN							

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Individuals - II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.					
Serial No.	8	9	10	11	
Name of the Shareholders (I)	Shyam Abhay Jasani	Vasudha Gurudas Desai	Bhavika Mitesh Shah	Udayn Ashok Singhania	Click here to go back
PAN (II)	AACPJ3729R	AHRPD2768G	ASAP52573C	AWFPS5425E	Total
No. of fully paid up equity shares held (IV)	4000000	4414990	1925000	2190000	34010640
No. Of Partly paid-up equity shares held (V)					
No. Of shares underlying Depository Receipts (VI)					
Total nos. shares held (VII) = (IV) + (V) + (VI)	4000000	4414990	1925000	2190000	34010640
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	1.93	2.13	0.93	1.06	16.44
Number of Voting Rights held in each class of securities (IX)					
Class eg: X	4000000	4414990	1925000	2190000	34010640
Class eg: y					
Total	4000000	4414990	1925000	2190000	34010640
Total as a % of Total Voting rights	1.93	2.13	0.93	1.06	16.44
No. Of Shares Underlying Outstanding convertible securities (X)					
No. of Shares Underlying Outstanding Warrants (XI)					
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XI) (a)					
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	1.93	2.13	0.93	1.06	16.44
Number of Locked in shares (XII)					
No. (a)					
As a % of total Shares held (b)					
Number of equity shares held in dematerialized form (XIV)	4000000	4414990	1925000	2190000	34010640
Reason for not providing PAN					
Reason for not providing PAN					

Udayn Ashok Singhania



Any Other (specify)					
Serial No.	1	2	3	4	
Category	HUF	Non-Resident Indian (NRI)	Bodies Corporate	Clearing Members	
Category / More than 1 percentage	Category	Category	Category	Category	
Name of the Shareholders (I)					Click here to go back
PAN (II)					Total
No. of the Shareholders (I)	264	108	69	68	509
No. of fully paid up equity shares held (IV)	2887895	4482252	2219423	1537743	11127313
No. Of Partly paid-up equity shares held (V)					
No. Of shares underlying Depository Receipts (VI)					
Total nos. shares held (VII) = (IV) + (V) + (VI)	2887895	4482252	2219423	1537743	11127313
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	1.4	2.17	1.07	0.74	5.38
Number of Voting Rights held in each class of securities (IX)					
Class eg: X	2887895	4482252	2219423	1537743	11127313
Class eg: y					
Total	2887895	4482252	2219423	1537743	11127313
Total as a % of Total Voting rights	1.4	2.17	1.07	0.74	5.38
No. Of Shares Underlying Outstanding convertible securities (X)					
No. of Shares Underlying Outstanding Warrants (Xi)					
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)					
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	1.4	2.17	1.07	0.74	5.38
Number of Locked in shares (XII)					
No. (a)					
As a % of total Shares held (b)					
Number of equity shares held in dematerialized form (XIV)	2887895	4482252	1873523	1537743	10781413
Reason for not providing PAN					
Reason for not providing PAN					

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TIKANI EXPORTS LIMITED

Regd. Office : KH # 400/413, Bhandari House,
Village Meharban, Rahon Road, LUDHIANA-141007 (india)
Phones : +91-88720 16409, +91-88720 16410
E-mail : tikanieexport@gmail.com
CIN : U18202PB2019PLC049906)

Shareholding pattern of Tikani Exports Limited (Pre Merger) as on 30.06.2021

General information about company	
Name of the company	TIKANI EXPORTS LIMITED
Whether company is SME	No
Class of Security	Equity Shares
Quarter Ended / Half year ended/Date of Report (For Prelisting / Allotment)	30-06-2021
Whether the listed entity is Public Sector Undertaking (PSU)?	No



Declaration					
Sr. No.	Particular	Yes/No	Promoter and Promoter Group	Public shareholder	Non Promoter-Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	No	No	No	No
2	Whether the Listed Entity has issued any Convertible Securities ?	No	No	No	No
3	Whether the Listed Entity has issued any Warrants ?	No	No	No	No
4	Whether the Listed Entity has any shares against which depository receipts are issued?	No	No	No	No
5	Whether the Listed Entity has any shares in locked-in?	No	No	No	No
6	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No		
7	Whether company has equity shares with differential voting rights?	No	No	No	No
8	Whether the listed entity has any significant beneficial owner?	No			

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Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of (A+B+C)
								Class eg: X	Class eg: y	Total	
(A)	Promoter & Promoter Group	7	23134600			23134600	100	23134600		23134600	100
(B)	Public										
(C)	Non Promoter-Non Public										
(C1)	Shares underlying DRs										
(C2)	Shares held by Employee Trusts										
	Total	7	23134600			23134600	100	23134600		23134600	100

Niti Sharma



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
						No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter & Promoter Group				100					0
(B)	Public									
(C)	Non Promoter-Non Public									
(C1)	Shares underlying DRs									
(C2)	Shares held by Employee Trusts									
	Total				100					0



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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Sr.	Category & Name of the Shareholders (I)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			
								No of Voting (XIV) Rights			Total as a % of Total Voting rights
								Class eg: X	Class eg:y	Total	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group										
(1) -	Indian										
(a)	Individuals/Hindu undivided Family	7	23134600			23134600	100	23134600		23134600	100
Sub-Total (A)(1)		7	23134600			23134600	100	23134600		23134600	100
(2)	Foreign										
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		7	23134600			23134600	100	23134600		23134600	100
B	Table III - Statement showing shareholding pattern of the Public shareholder										
(1)	Institutions										
(3)	Non-institutions										
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder										
Total (A+B+C2)		7	23134600			23134600	100	23134600		23134600	100
Total (A+B+C)		7	23134600			23134600	100	23134600		23134600	100



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group									
Sr.	No. Of Shares Underlying Outstanding convertible securities (X)	No. of Shares Underlying Outstanding Warrants (Xi)	No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
A	Table II - Statement showing shareholding pattern of the Promoter and Promoter Group								
(1)	Indian								
(a)				100					0
Sub-Total (A) (1)				100					0
(2)	Foreign								
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)				100					0
B	Table III - Statement showing shareholding pattern of the Public shareholder								
(1)	Institutions								
(3)	Non-institutions								
C	Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder								
Total (A+B+C2)				100					0
Total (A+B+C)				100					0



Nitin Bhandari

Individuals/Hindu undivided Family

Serial No.	1	2	3	4	5	6	7
Name of the Shareholders (I)	Nitin Bhandari	Manoj Kumar	Kusum Bhandari	Chhinder Kumar	Sudhansu Kumar nayak	Naveen Kumar	Aneeta Dutt
PAN (II)	AFPPB0808R	AMUPS1954C	ABHPB7524L	AKNPK9011G	AXDPN9011G	BKSPK7820D	ABGPT6483R
No. of fully paid up equity shares held (IV)	16880100	4070	6234150	4070	4070	4070	4070
No. Of Partly paid-up equity shares held (V)							
No. Of shares underlying Depository Receipts (VI)							
Total nos. shares held (VII) = (IV)+ (V)+ (VI)	16880100	4070	6234150	4070	4070	4070	4070
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	72.96	0.02	26.95	0.02	0.02	0.02	0.02
Number of Voting Rights held in each class of securities (IX)							
Class eg:X	16880100	4070	6234150	4070	4070	4070	4070
Class eg:y							
Total	16880100	4070	6234150	4070	4070	4070	4070
Total as a % of Total Voting rights	72.96	0.02	26.95	0.02	0.02	0.02	0.02
No. Of Shares Underlying Outstanding convertible securities (X)							
No. of Shares Underlying Outstanding Warrants (Xi)							
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)							
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(Xi)(a) As a % of (A+B+C2)	72.96	0.02	26.95	0.02	0.02	0.02	0.02



Nitin Bhandari



Number of Locked in shares (XII)							
No. (a)							
As a % of total Shares held (b)							
Number of Shares pledged or otherwise encumbered (XIII)							
No. (a)							
As a % of total Shares held (b)							
Number of equity shares held in dematerialized form (XIV)	0	0	0	0	0	0	0
Reason for not providing PAN							
Reason for not providing PAN							
Shareholder type	Promoter	Promoter	Promoter	Promoter	Promoter	Promoter	Promoter

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Individuals/Hindu undivided Family	
Serial No.	
Name of the Shareholders (I)	Click here to go back
PAN (II)	Total
No. of fully paid up equity shares held (IV)	23134600
No. Of Partly paid-up equity shares held (V)	
No. Of shares underlying Depository Receipts (VI)	
Total nos. shares held (VII) = (IV) + (V) + (VI)	23134600
Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	100
Number of Voting Rights held in each class of securities (IX)	
Class eg: X	23134600
Class eg: y	
Total	23134600
Total as a % of Total Voting rights	100
No. Of Shares Underlying Outstanding convertible securities (X)	
No. of Shares Underlying Outstanding Warrants (Xi)	
No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xi) (a)	
Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (Xi)(a) As a % of (A+B+C2)	100
Number of Locked in shares (XII)	
No. (a)	
As a % of total Shares held (b)	
Number of Shares pledged or otherwise encumbered (XIII)	



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No. (a)	
As a % of total Shares held (b)	
Number of equity shares held in dematerialized form (XIV)	0
Reason for not providing PAN	
Reason for not providing PAN	
Shareholder type	

Shareholding Pattern of Tikani Exports Limited (Post Merger)

- Tikani Export Limited (Transferor Company) being merged with Bhandari Hosiery Exports Limited (Transferor company). Tikani Exports Limited has no shareholding post merger.

For Tikani Exports Limited

Nitin Bhandari
Nitin Bhandari
Director
DIN: 01385065





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)

Annexure III

No. of Shareholders Pre and Post Amalgamation/Arrangement of Transferor/Demerged Company

Category	Pre	Post
A) Promoter	7	Company being Merged with transferee company
B) Public	0	
C) Non-Promoter Non-Public	0	
C1) Shares underlying DR's	0	
C2) Shares held by Employee Trust	0	
Total	7	

No. of Shareholders Pre and Post Amalgamation/Arrangement of Transferee/ Resulting Company

Category	Pre (as on 30/06/2021)	Post
A) Promoter	8	8
B) Public	20949	20952
C) Non-Promoter Non-Public	0	0
C1) Shares underlying DR's	0	0
C2) Shares held by Employee Trust	0	0
Total	20957	20960

For Bhandari Hosiery Exports Limited.


Nitin Bhandari
Managing Director
(DIN: 01385065)





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R.O. : Bhandari House, Village Meharban, Rahon Road, LUDHIANA-141 007 (INDIA)

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E-mail : bhandari@bhandariexport.com Web : www.bhandariexport.com

(Corporate Identification No./CIN : L17115PB1993PLC013930)

Annexure IV

The financial details of companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Bhandari Hosiery Exports Ltd (Transferee Company)

(Amt in Rs.)

Particulars	As per last Audited Financial Year (31.03.2021)	As per last Audited Financial Year (31.03.2020)	1 year prior to the last Audited Financial Year (31.03.2019)	2 years prior to the last Audited Financial Year (31.03.2018)
Equity Paid up Capital	146526950	146526950	146526950	146526950
Reserves and surplus	607779827	592555675	541205561	489415084
Carry forward losses	0	0	0	0
Net Worth	754306777	739082625	687732510	635942034
Miscellaneous Expenditure	0	0	0	0
Secured Loans	991992856	958616415	857889955	768425258
Unsecured Loans	90900000	90900000	8700000	50748217
Fixed Assets	597671575	652513900	535310882	561836003
Income from Operations	2257923823	2774301559	2662619767	2483473766
Total Income	2260649468	2775350737	2663927811	2484296376
Total Expenditure	2239425847	2712732328	2600748764	2425189547
Profit (loss) before Tax	21223622	62618409	63179047	59106829
Profit (loss) after Tax	16689422	53118409	53554047	49569558
Cash profit	71493898	105262849	97077098	90971455
EPS	0.11	0.36	0.37	0.34
Book value	1	1	1	1

For and on behalf of
Bhandari Hosiery Exports Limited

Nitin Bhandari
Managing Director

M. K. Gupta
Chief Financial Officer

TIKANI EXPORTS LIMITED

Regd. Office : KH # 400/413, Bhandari House,
Village Meharban, Rahon Road, LUDHIANA-141007 (india)
Phones : +91-88720 16409, +91-88720 16410
E-mail : tikaniexport@gmail.com
CIN : U18202PB2019PLC049906

Annexure IV

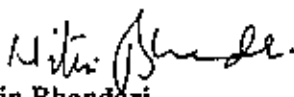
The financial details of companies for the previous 3 years as per the audited statement of Accounts:

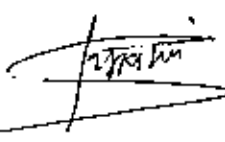
Name of the Company: Tikani Exports Limited (formariy known as Bhandari Knit Exports)

(Amt in Rs.)

Partieulars	As per last Audited Financial Statement as on 31.03.2021	As per last Audited Financial Statement (From 23.08.2019 to 31.03.2020)	Partnership firm (Bhandari Knit Exports)		
			As per last Audited Financial Statement (From 01.04.2019 to 22.08.2019)	1 year prior to the last Audited Financial Statement as on (31.03.2019)	2 years prior to the last Audited Financial Statement as on (31.03.2018)
Equity Paid up Capital/ Partner's Capital	231346000	231346000	231346000	232056349	231013593
Reserves and surplus	4949412	2305647	0	0	0
Carry forward losses	0	0	0	0	0
Net Worth	236295412	233651647	231346000	232056349	231013593
Miscellaneous Expenditure	0	0	0	0	0
Secured Loans	82415079	81876533	83242674	83010140	79332805
Unsecured Loans	0	0	0	0	0
Fixed Assets	169266436	171301290	172488289	173004937	174478689
Income from Operations	274603676	256122679	136683905	618755027	555911898
Total Income	274690767	256201082	136683905	618755027	555911898
Total Expenditure	271529156	252906424	135669889	613503849	551506093
Profit (loss) before Tax	3161610	3294657	1014016	5251178	4405805
Profit (loss) after Tax	2643764	2305647	1014016	5251178	4405805
Cash profit	4247982	4481656			
EPS	0.01	0.01	NA	NA	NA
Book value	10	10	NA	NA	NA

For and on behalf of
Tikani Exports Limited


Nitin Bhandari
Director


Chief Financial Officer

BHANDARI HOSIERY EXPORTS LTD.

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

E-mail ID: bhandari@bhandariexport.com, web: www.bhandariexport.com

Phone: +91-88720-16409, +91-88720-16410

CIN: L17115PB1993PLC013930

Statement of Un-audited Financial Results for the quarter ended 30.06.2021 (Rs. in lacs)

	Quarter Ended	Previous Quarter Ended	Corresponding 3 months ended in the previous year	Year to date figures for previous period
Particulars	30.06.2021	31.03.2021	30.06.2020	31.03.2021
	Un-Audited	Audited	Un-audited	Audited
I Revenue				
Revenue from operation	4,306.54	7,774.70	1,695.55	22,579.24
Other Income	0.78	5.06	0.75	27.26
Total Revenue	4,307.32	7,779.76	1,696.30	22,606.49
II Expenses				
Cost of Material Consumed	3,055.22	5,741.09	1,267.17	17,482.47
Changes in inventory of finished goods, work in process stock in trade	(99.85)	452.35	24.20	130.55
Employees benefit expense	240.25	284.26	131.58	917.16
Finance cost	237.62	276.86	258.33	1,073.81
Other Expenses	624.18	708.62	140.18	2,250.49
Depreciation expense	142.72	130.77	125.36	539.78
TOTAL	4,200.12	7,593.98	1,946.83	22,394.26
III Profit before exceptional and extraordinary item & tax (III-IV)	107.20	185.81	(250.53)	212.24
IV Exceptional items				
V (V-VI)	107.20	185.81	(250.53)	212.24
VI Less: Extraordinary items				
VII Profit before tax (VII-VIII)	107.20	185.81	(250.53)	212.24
VIII TAX EXPENSES				
Current Income Tax	-	(29.58)	-	(37.08)
Deferred Tax	-	(8.26)	-	(8.26)
IX Profit/(Loss) for the period from continuing operations (VII-VIII)	107.20	149.96	(250.53)	166.89
X Other Comprehensive Income :				
a) Items that will not be reclassified to profit or Loss	-	-	-	-
b) Income tax effect on above	-	-	-	-
c) Incomes that will be classified to profit & Loss	-	-	-	-
d) Income tax effect on above	-	-	-	-
Total Comprehensive income				
XI Total Comprehensive income for the period	107.20	149.96	(250.53)	166.89
XII Net Profit available for Equity Shareholders	107.20	149.96	(250.53)	166.89
XIII Paid Up Capital of the Company	1,465.27	1,465.27	1,465.27	1,465.27
XIV Number of equity shares	146526950	14,65,26,950	14,65,26,950	14,65,26,950
XV Reserves excluding Revaluation reserves of the previous financial year				6,077.80
XVI Basic Earning per Share of Rs. 1/- each	0.07	0.10	(0.17)	0.11
Diluted Earning per Share of Rs. 1/- each	0.07	0.10	(0.17)	0.11

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M. S. Dhar

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Notes:

1. The above financial results for the quarter ended 30th June 2021 have been reviewed by the Audit Committee and taken on record by the Board of Directors in their respective meeting held on 14th August 2021. These financial results have been subjected to limited review by the statutory auditors of the Company.
2. The above financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
3. The company has made assessment of impact of COVID-19 on the carrying amount of property, plant and equipment, investments, inventories, receivables and other current assets. Based on current indicators of future-economic conditions, the company expects to recover the carrying amount of the assets. However in view of highly uncertain and continuously evolving business environment, the eventual impact of COVID-19 may be different from the estimated as at the date of approval of these financial results. The company will continue to monitor any material changes arising of further economic and impact on its business.
4. The code on social security 2020 (code) relating to employee benefits during employment and post-employment benefits received presidential assent in September 2020. The code has been published in the Gazette of India. However, the date on which the code will come into effect has not been notified the company will assess the impact of the code when it comes into effect and will record any related impact in the period when the Code becomes effective.
5. The company's operations predominantly comprises of only one segment - Textiles, therefore, there is no requirement for disclosure as per Indian Accounting Standard-108 (Ind As -108).
6. The Company has no Subsidiary/ Associate Company.
7. The figures of previous periods have been regrouped / rearranged wherever considered necessary to make them comparable with current period classification. The figures for the quarter ended 31st March 2021 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto 31st December 2020.
8. Previous period Figures have been regrouped/reclassified and rearranged wherever necessary to make them comparable with current period figures.

For and on Behalf of Board of Directors
Bhandari Hosiery Exports Limited

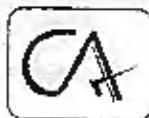
Date: 14.08.2021

Place: Ludhiana

Nitin Bhandari
Chairman and Managing Director
(DIN: 01385065)



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**INDEPENDENT AUDITOR'S REVIEW REPORT ON THE QUARTERELY/HALF YEARLY
UNAUDITED FINANCIAL RESULTS OF BHANDARI HOSIERY EXPORTS LIMITED
PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATION AND
DISCLOSURE REQUIREMENTS) REGULATION, 2015, AS AMENDED.**

Limited Review Report
To The Board of Directors

Bhandari Hosiery Exports Limited

1. We have reviewed the accompanying statement of unaudited financial results ('the Statement') of Bhandari Hosiery Exports Limited ('the Company') for the quarter ended 30th June, 2021 being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Statement, which is the responsibility of the company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('IND AS 34'), prescribed under Section 133 of the Companies Act, 2013 (the Act), SEBI Circular CIR/CFD/FAC/62/2016 dated 5th July 2016, (hereinafter referred to as 'the SEBI Circular'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements, (SRE) 2410, Review of Interim Financial Information Performed by the independent auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in IND AS 34, prescribed under Section 133 of the Act, the SEBI Circular(s), and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in accordance with the Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

Date: 14.08.2021
Place: Ludhiana

For Krishan Goel & Associates
Chartered Accountants



Manoj Jain
A Manoj Jain
M. No. 091621
FRN 009607N



Manoj Jain

UDIN:21091621AAAA6E4881

Since 1993 **28th Annual Report**
2020-21



Bhandari Hosiery Exports Ltd.

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Attest





Bhandari Hosiery Exports Ltd.
Sustainable Innovation
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CORPORATE INFORMATION



BANKERS

State Bank of India
IFB Branch, Golden Tower
Dholewal Chowk, GT Road
Ludhiana-141003

Union Bank of India (earlier Andhra Bank)
B-XV-295/B & B-XV-295/ C, Near Oswal
Street, Millerganj, G T Road,
Ludhiana-141003

HDFC Bank
Focal Point, Industrial Branch
Ludhiana-141010

South Indian Bank
Cheema Chowk, Industrial Area A
Ludhiana-141003

INDEPENDENT AUDITORS

M/S Krishan Goel & Associates. SCO
17-18B, Gurudwara Shaheedan,
Pheruman Market, G.T. Road, Opp. Manju
Cinema, Miller Ganj, GT Road
Ludhiana-141003 Punjab

COMPANY SECRETARY

Mr. Daljeet Singh

KEY MANAGERIAL PERSONNEL

Mr. Nitin Bhandari- Mg. Director
Mr. Manoj Kumar- Chief Financial Officer
Mr. Daljeet Singh- Company Secretary

REGISTERED OFFICE & WORKS

BHANDARI HOSIERY EXPORTS LTD.
Bhandari House, Village Meharban, Rahon
Road, Ludhiana-141007
Punjab INDIA
Phones-+91 88720-16410
Fax: +91-161-2890394
Email: bhandari@bhandariexport.com
CIN : L17115PB1993PLC013930

INDEPENDENT DIRECTORS

Mr. Surinder K. Kapoor (Appointed w.e.f.
01.05.2019)
Mrs. Geetika Bhalla (Appointed w.e.f.
18.08.2020)
Mr. Kunal Verma (Appointed w.e.f.
09.11.2020)

WEBSITE

www.bhandariexport.com

ISIN

INE474E01029
LISTING: BSE, NSE

REGISTERAR AND SHARE TRANSFER AGENTS

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

Nitin Bhandari





BHANDARI HOSIERY AT A GLANCE

Fully Integrated Business Model	Design > Fabrics > Garments
Fabrics Division	15 tons Per Day Fabric Dyeing Capacity open width and tubular width.
Garments Division	In-house Garments Division for exports and domestic sales.
Lowest Utility Consumption In The Industry	Lowest water, steam and power consumption due to modernized machinery
Specialized Fabrics	Viscose, Lycra, Cotton and Blends
Fit For Fast Changing Fashion World	Fast delivery turnaround time

BUSINESS VERTICALS - FABRICS & GARMENTS

PRODUCTS PROFILE

FABRICS

- Circular Knitted Fabrics

- > Natural
- > Synthetic

- Open & Tubular width Fabrics

- Specialised Finishes

- > Teflon
- > Stain resistance
- > Viscose
- > Lycra

GARMENTS

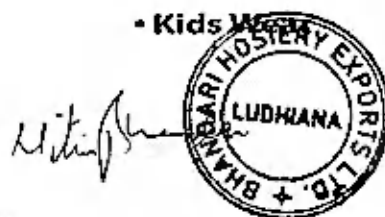
- Women's Wear

- > Tees
- > Leggings

- Men's Wear

- > T-shirts
- > Sweat Shirts
- > Pullovers
- > Polo

- Kids Wear



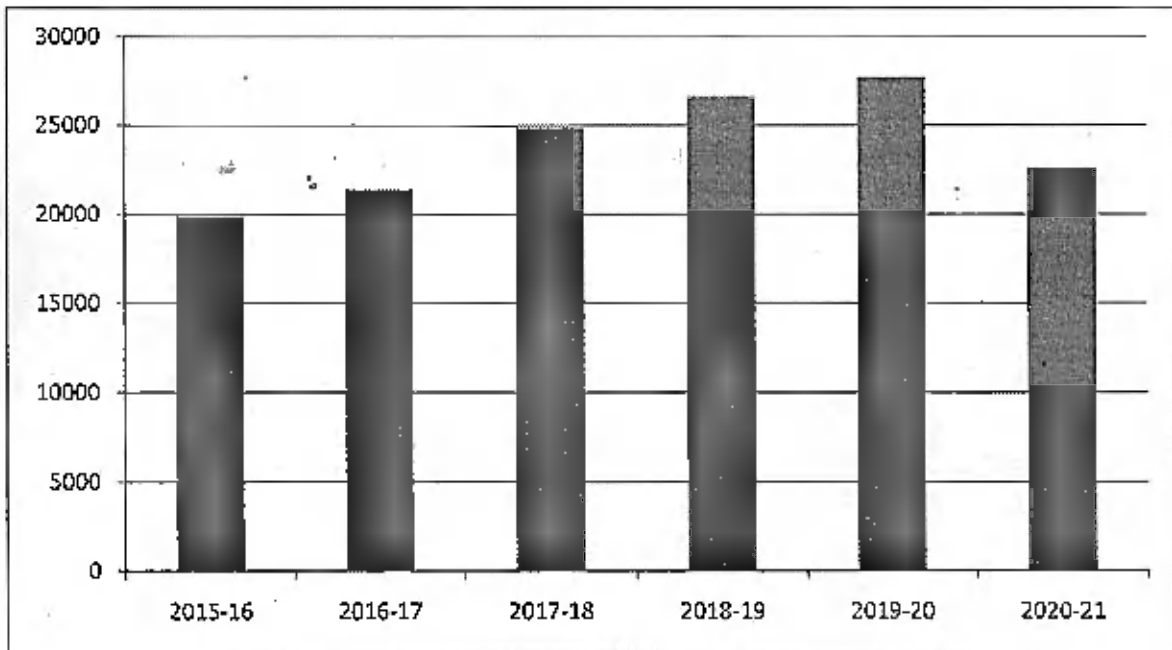


Bhandari Hosiery Exports Ltd.
Sustainable Innovation
DESIGN • FASHION • GARMENTS

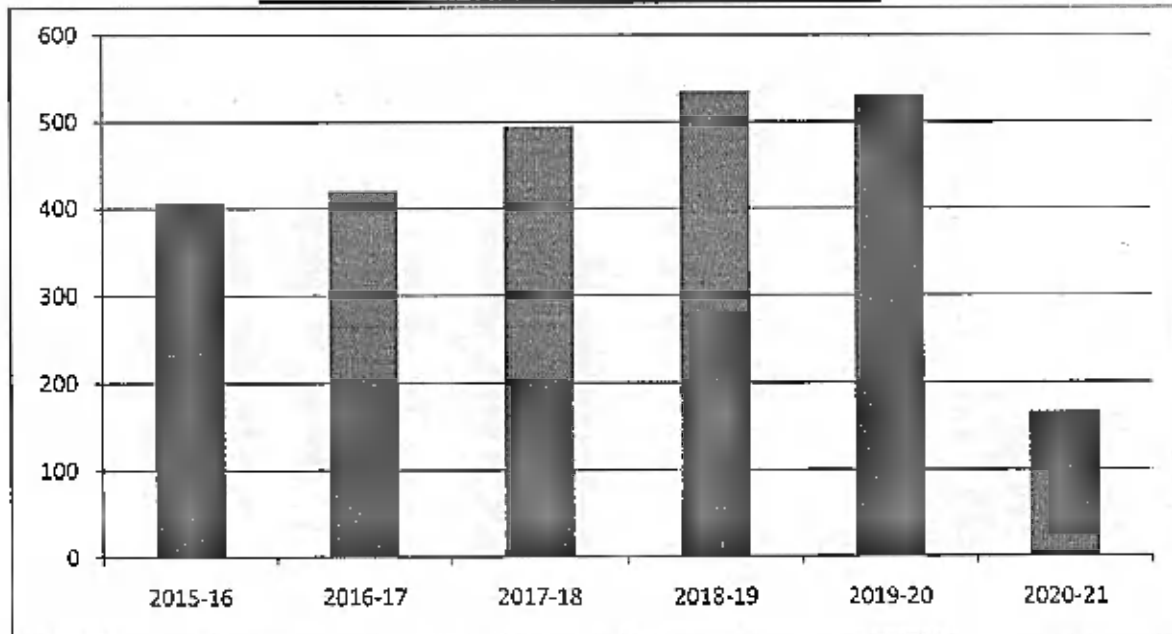
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FINANCIAL PERFORMANCE

TURNOVER IN LAKHS RUPEES



PROFIT AFTER TAX IN LAKHS RUPEES



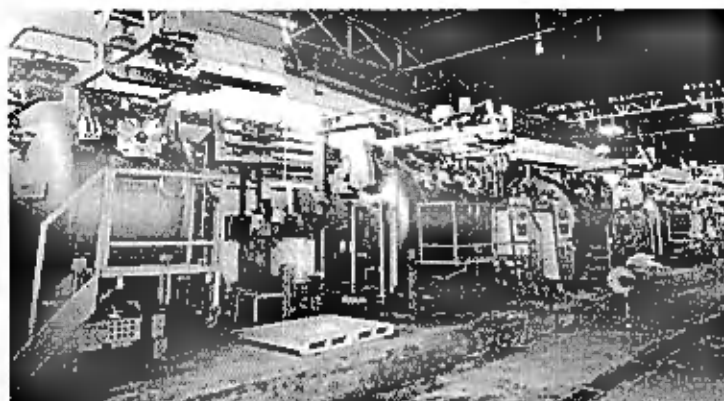
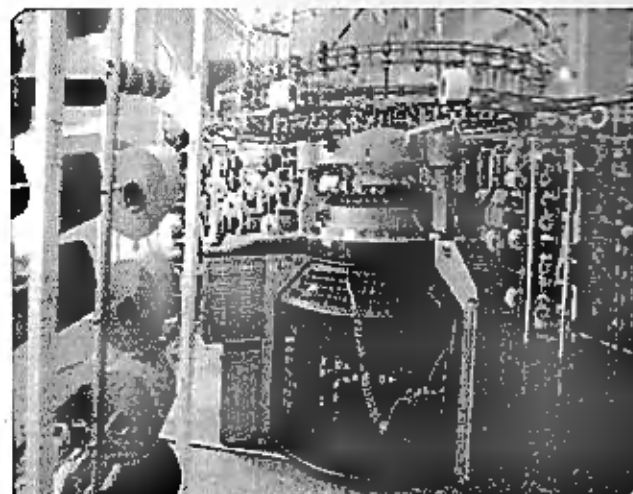
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Bhandari Hosiery Exports Ltd.
Sustainable Innovation
Design • Fabric • Garments

FROM KNITTING TO FINAL GARMENTING, BHANDARI HOSIERY HAS ALL THE SOLUTIONS AT ONE PLACE.

IMPORTED
KNITTING
MACHINERIES

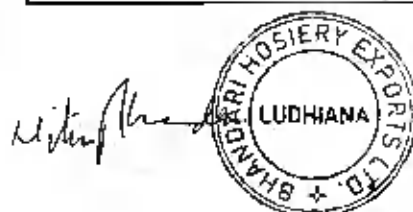


HIGH CAPACITY AND
HIGH QUALITY
DYEING UNIT

FINISHING UNIT



GARMENTING
UNIT





Bhandari Hosiery Exports Ltd.
Sustainable Innovation
Design & Style in Green

BOARD OF DIRECTORS



MR. NITIN BHANDARI
(CHAIRMAN & MG. DIRECTOR)
DIN : 01385065



MR. VIKAS NAYAR
(NON-EXECUTIVE DIRECTOR)
DIN: 0071047



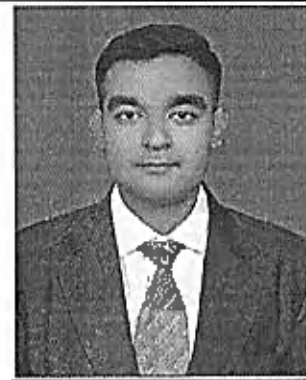
MR. SURINDER KUMAR KAPOOR
(INDEPENDENT DIRECTOR)
DIN: 08442523



MR. RAJESH KUMAR
(NON-EXECUTIVE DIRECTOR)
DIN: 05160964



MRS. GEETIKA BHALLA
(INDEPENDENT/ WOMEN DIRECTOR)
DIN: 08805488
(APPOINTED W.E.F. 18.08.2020)



MR. KUNAL VERMA
(INDEPENDENT DIRECTOR)
DIN: 08918691
(APPOINTED W.E.F. 09.11.2020)

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CHAIRMAN & MG. DIRECTOR'S MESSAGE

Dear Shareholders,

I have great pleasure in presenting the Twenty Eighth Annual Report and Audited Financial Statements for the financial year ended 31st March, 2021. The year 2020-21 has been challenging time with lower GDP growth. The novel Corona virus has affected the smooth running business over the entire world.

In terms of business the lockdown in various nations has affected the business and growth during the first and fourth quarter. The Indian Textile & Apparel Industry has maintained a stable trend during the year 2020-21 but the export numbers were hit due to unprecedented lockdowns in various parts of the world.



During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.50 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year.

The COVID-19 scenario has certainly put a halt on our plan and we could not get full utilization of our expansion. It is also very hard to predict the coming financial year due to heavy impact of COVID-19. We aim to survive in this financial year & come out fighting from this scenario. Your company took significant steps to take required precautions suggested by government SOPs. Further when vaccination came extraordinary efforts was taken by management to get vaccinated its employees as per guidelines of state and centre government.

When it comes to the current global scenario with respect to apparel manufacturing, it is advantage to India. With sanctions enforced and trade war with China the US market is becoming favorable and more opportunistic to Indian Textile Sector. Due to such events business of US Inc. is being shifted to the India during the year. We continue to monitor these developments with respect to our risks and opportunities.

Our success and growth greatly depends on the skills and dedication of our employees, co-operation of our Bankers, and other business constituents, whom I would like to thanks sincerely. I am looking forward to another exciting year ahead.

The second wave of COVID-19 also affected every segment of business in entire country. During that period first priority of our company was health of its employees and other stakeholders connected with company. With the help and co-operations of all, we go through that phase positively and continue our work with required precautions at our unit.

Finally, I take this opportunity to thank all the Company's stakeholders for their confidence in Bhandari Hosiery Exports Ltd. and look forward for their continued support in the years to come.

Warm Regards

Sd/-
Nitin Bhandari
Chairman & Mg. Director



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Bhandari Hosiery Exports Ltd.
Sustainable Innovation
Hosiery Exports Ltd.



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 thought 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



Nitin Bhandari

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.

Udit Bhandari





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 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 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.

Instructions for E-Voting

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.

Nitin





(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 CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be 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.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the voting 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/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration.</p> <p>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.</p>
Individual Shareholders Holding securities in Demat mode with NSDL	<p>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.</p> <p>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</p> <p>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</p>



	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.com or 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

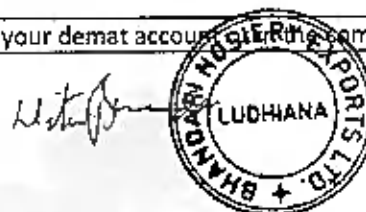
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

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) <ul style="list-style-type: none"> 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for





Bank Details	<p>the said demat account or folio.</p> <ul style="list-style-type: none">• 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.
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(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 (210824063) for the relevant BHANADRI HOSEY 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.

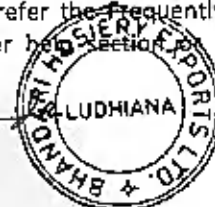
(xi) If Demat account holder has forgotten the same password then enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.

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

Handwritten signature





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.

Utkarsh





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 appointee 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

Place: Ludhlana
Dated: 14.08.2021

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

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 Factorles 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

(Signature)





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

Place: Ludhiana
Dated: 14.08.2021

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

WE WOULD LIKE TO DRAW SHAREHOLDER'S KIND ATTENTION TO THE FOLLOWING URGENT MATTERS, WHICH REQUIRE THEIR IMMEDIATE ACTION

PROCEDURE FOR THOSE SHAREHOLDERS, WHOSE EMAIL ADDRESSES AND/OR BANK DETAILS/MANDATE ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

We urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/update your address, Email id or Bank Mandate* etc, you can do the same:

Physical holding: Please send a duly signed request letter by the shareholder(s), to the Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt Ltd. (Unit: Bhandari Hosiery Exports Limited), Noble Heights, 1st Floor, Plot No-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058, providing Folio No, Name of the shareholder and self- attested copy of PAN & AADHAR card, for registering the e-mail address. Following additional details & documents need to be provided for updating Bank Account details*:

- a) Name and branch of the Bank in which you wish to receive the dividend*.
- b) Bank account type.
- c) Bank account number allotted by your Bank, after Implementation of Core Banking solutions.
- d) Nine Digit MICR Code Number.
- e) Eleven digit IFSC Code and
- f) A scanned copy of cancelled cheque bearing the name of the first shareholder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)

Demat holding: Please contact your Depository Participant (DP) and register your e-mail address and/ or Bank account details*, in your demat account, as per the process advised by your DP.

*Please note that, 1% dividend proposed to be declared in the 28th AGM of the Company, however, in order to receive any future dividend directly in your bank account; kindly register/update your bank account details with the Company.

DEMATERIALISATION OF SHARES

The SEBI vide its circular no. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of same shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.

CONSOLIDATION OF MULTIPLE FOLIOS

The members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of PAN card and Aadhar card to the Registrars and Share Transfer Agent (RTA) of the Company, to enable them to consolidate all such multiple folios into one single folio.





PERMANENT ACCOUNT NUMBER (PAN)

The SEBI has mandated submission of Permanent Account Number [PAN] by every participant in the Securities Market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form are required to submit their PAN details to RTA.

UNCLAIMED DIVIDEND AND SHARES

The members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at the address: , M/s. Link Intime India Pvt Ltd. (Unit: Bhandari Hosiery Exports Limited), Noble Heights, 1st Floor, Plot No-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058, www.linkintime.co.in or with the Company Secretary, at the Company's registered office. The members are requested to note that, dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). The Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. Therefore, it is in the interest of Shareholders to regularly claim dividend declared by the Company. All the details related to unclaimed dividend and IEPF transfers etc, are updated from time to time on website of the Company i.e. www.bhandariexport.com. The Shareholders may note that, even upon transfer of unpaid dividend and corresponding shares to the IEPF, they can claim said shares alongwith dividend(s) from IEPF for which detailed procedure and requirements are available at www.iepf.gov.in.

DIVIDEND & TDS RELATED INFORMATION

Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting the tax at source as follows:

Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%*	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents- Link Intime India Private Limited (in case of shares held in physical mode).
Without PAN/ Invalid PAN	20%	--
Submitting Form 15G/Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) /Form 15H (applicable to an individual who is 60 years and older), fulfilling certain conditions. The Forms are attached herewith.
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority
An Insurance Company as specified under Sec 194 of the income Tax Act, 1961)	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.
Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.



Notwithstanding the above, tax would not be deducted on payment of dividend to resident individual shareholder, if total dividend to be paid in FY 2021-22 does not exceed Rs. 5,000.

Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	None
Other Non-resident shareholders	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents- Link Intime India Private Limited (in case of shares held in physical mode). In order to apply the Tax Treaty rate, ALL the following documents would be required: 1) Copy of Indian Tax Identification number (PAN). 2) Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident. 3) Form 10F duly filled and signed (Format attached herewith). 4) Self-declaration from Non-resident, primarily covering the following: - Non-resident is eligible to claim the benefit of respective tax treaty - Non-resident receiving the dividend income is the beneficial owner of such income - Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India. (Format attached herewith).
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

The aforesaid documents (formats as updated on Company website/available with RTA), as applicable, should be provided to the Company or RTA i.e. Link Intime India Private Limited on their Mail-ID i.e. cs@bhandariexport.com and/or delhi@linintime.co.in on or before 22nd September 2021 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post 22nd September 2021 shall be considered for payment of the Final Dividend. It is advisable to provide the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

No claim shall lie against the Company for such taxes deducted. The Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

**DIRECTORS' REPORT**

To

The Members,

BHANDARI HOSIERY EXPORTS LIMITED

Your Directors are pleased to present the 28th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2021.

FINANCIAL RESULTS

As mandated by the Ministry of Corporate Affairs, your company has prepared the financial statement (standalone) for the year ended March 31, 2021 as per Indian Accounting Standard ('IND AS') notified under Sec 133 of the Companies Act, 2013 read with notification no. G.S.R. 111(E) dated 16.02.2015 as amended from time to time.

	(Rs. in Lacs)	
PARTICULARS	2020-21	2019-20
Total Income	22,606.49	27,753.51
Gross Profit before interest depreciation and tax	1825.82	2150.24
Less: Financial expenses	1073.81	1022.61
Less: Depreciation and preliminary exp. written off	539.78	501.44
PROFIT BEFORE TAX	212.23	626.18
Less: Provision for tax	(45.34)	(95.00)
PROFIT AFTER TAX	166.89	531.18
Add: Balance brought forward	4077.75	3564.25
Less : Previous Years amounts transferred	0.00	0.00
Amount available for appropriation(s)	4244.64	4095.44
Appropriation:		
-Proposed Dividend on Equity shares @ Rs. 0.01/- per Equity Share (i.e. 1%) (Refer Note (i) below)	14.65	14.65
-Tax on Proposed Dividend	--	2.98
Balance carried to Balance Sheet	4229.99	4077.76
Note: (i) Proposed Dividend on Equity Share		
Proposed Dividend for the year ended 31 st March, 2019 @ Rs. 0.01/- per Equity Share (i.e. 1%)	14.65	14.65
Dividend Distribution Tax on proposed dividend	--	2.983
"The Board of Directors of the Company has proposed final dividend of Rs. @ Rs. 0.01/- per Equity Share (i.e. 1%), which is subject to the approval by the shareholders at the ensuing Annual General Meeting. In accordance with the revised Indian Accounting Standard – 'Contingencies and Events occurring after the Balance Sheet Date' (effective from 01.04.2016), proposed dividend for the year and Corporate Dividend Tax thereon has not been recognized as a distribution of profit in the current year's accounts."		

PERFORMANCE REVIEW

During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.21 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year.



EXPORTS

The Exports of the Company during the financial year were to the tune Rs 972.84 Lacs as against Rs. 1377.91 Lacs in the previous year, showing a decrease of 29.39 % over the previous year.

SHARE CAPITAL

The issued and paid up Equity Share Capital of the Company as on March 31, 2021 was Rs. 14,65,26,950/- comprising 14,65,26,950 fully paid Equity shares of Rs. 1/- each. 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 2020-21, in share capital of the Company by way of Public/ Rights/Bonus/preferential issues/ buy back, conversions etc. or any other changes.

DIVIDEND

Your directors are pleased to recommend the dividend of 1% i.e. Rs. 0.01/- per Share of face value Rs. 1/- for the year 2020-21, (Previous year 2019-20 @ 1% i.e. Rs. 0.01/- per share of face value of Rs. 1/- each.) subject to the approval of the shareholders at the ensuing Annual General Meeting. The Final Dividend, if declared, shall be distributed to the members within 30 days from the AGM.

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top five hundred listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. However, your company has been classified by the stock exchanges as small cap and hence this regulation does not apply to the Company.

ABOUT COVID-19 LOCKDOWN

The COVID -19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of office and factory following nationwide lockdown by the Government of India. In the Last month of Financial Year 2019-20 the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdown of all economic activity. For the Company, the focus has immediately shifted to ensuring the health and well being of all employees, and on minimizing disruptions to services for all our customers globally. Regular production was suspended in the month of April and sometime in May, the Company produced Personal Protective Equipment (PPE) kits and masks during this time. Consequent to withdrawal of lockdown in phased manner, the company resumed operations with proactive planning and limited workforce at office and factory following proper health & safety guidelines in place. We are adhering to workplace safety guidelines issued by government to prevent the spread of such pandemic.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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. 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 then 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.

TRANSFER TO RESERVES

Utkarsh Bhandari





The Company proposes to transfer amount to the general reserves of the Company.

(INR Lacs)

Particulars	Amount
Net Profit for the year	166.89
Balance of Reserves at the beginning of the year	4077.75
Share Premium Reserves	1559.75
General Reserves	288.05
Less: Appropriation of Profits	14.65
Balance of Reserves at the end of the Year	6077.79

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Statutory Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report is given at the end of Directors' Report and forms part of this Report.

CAPITAL EXPENDITURE AND EXPANSION

As at 31st March, 2021 the gross fixed assets stood at Rs. 95.59 Cr. and net fixed assets Rs. 62.04 Cr. The Company also undertook implementation of UF Plant with a view to save water and made industry more environments friendly. The capital expenditure in the said expansion and modernization amounted to Rs. 2.20 Cr. during the financial year 2020-21.

FINANCE

Fresh debt of Rs. 17.91 crores was sanctioned by our bankers under GECL 2.0 scheme of RBI to help industry financially due to COVID-19 pandemic, out of which Rs. 10.22 crores were availed by company during financial year 2020-21. The Cash Credit Limits were availed to the extent of Rs. 73 Crores during Financial year 2020-21. The Company continues to key focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

DIRECTORS AND KMPs**(i) Appointments**

There were fresh/additional appointments to Board of Directors, during the financial year 2020-21, appointment of Mrs. Geetika Bhalla as Independent Non-Executive Women Director of the Company w.e.f. 18th August, 2020, the appointment was approved by the Shareholders in the 27th Annual General Meeting of the Company held on 28.09.2020.

Mr. Kunal Verma has also been appointed by the Board as Additional Non executive Independent Director of the Company w.e.f. 09.11.2020 subject to the approval of the Shareholders in the General Meeting.

(ii) Retirement by rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajesh Kumar, Director, retires by rotation and is eligible for reappointment.

(iii) Resignations

There was no resignation of director during the financial year 2020-21.





(iv) Re-appointment

Mr. Rajesh Kumar will retire at the ensuing Annual General Meeting and being eligible, seek reappointment.

(v) Declarations by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Reg. 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given declaration to the Company that they qualify the criteria of independence as required under the Act and the regulations.

(vi) Board Evaluation

The Board has carried out an annual evaluation of its own performance, the directors and also committees of the Board based on the guideline formulated by the Nomination & Remuneration Committee. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process. A note on the familiarizing programme adopted by the Company for the orientation and training of the Directors and the Board evaluation process undertaken in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Report which forms part of this Report.

Further, a Separate Meeting of the independent Directors of the Company was held once during the year on 09.11.2020 and 13.02.2021 which also reviewed the performance of the Non-executive directors, Chairman of the Company and performance of the Board as a whole.

(vii) Nomination & Remuneration Policy

On the recommendation of the Nomination & Remuneration Committee, the board has already framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel. Salient feature of Nomination and Remuneration Policy are annexed herewith as Annexure A.

(viii) Board Meetings

During the year, 5 Board Meetings and 5 Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report. The intervening gap between the two Meetings was within the period prescribed under the Companies Act, 2013.

(ix) Key Managerial Personnel

During the year 2020-21, the Company had three Key Managerial Personnel viz. Mr. Nitin Bhandari, Chairman & Managing Director, Mr. Manoj Kumar, Chief Financial Officer and Mr. Daljeet Singh, Company Secretary. (During the financial year Mr. Arpit Jain, Company Secretary and Compliance Officer resigned w.e.f. 01.10.2020 and Mr. Daljeet Singh appointed as Company Secretary and Compliance Officer w.e.f 09.11.2020)

In compliance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, brief resume of all the Directors proposed to be appointed / re-appointed are attached along with the Notice to the ensuing Annual General Meeting.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not directly or indirectly –

a) given any loan to any person or other body corporate other than usual advances envisaged for supply of materials if any,

b) given any guarantee or provided security in connection with a loan to any other body corporate or person and



c) acquired by way of subscription purchase or otherwise, the securities of any other body corporate. The details of loans from Banks/Fls/ Directors, as required are given in Financial Statements and Notes thereto.

DEPOSITS

Your company has not invited/ accepted deposits from public as envisaged under Sections 73 to 76 of Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and established a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.bhandariexport.com.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings & outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is Annexed herewith as "Annexure - D".

RELATED PARTY TRANSACTIONS

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 being placed before the Audit Committee of the Board of Directors for their review on a quarterly basis. During the year under reference, no Material Related Party Transactions were entered. All other related party transactions entered into by the Company were in ordinary course of business and were on an arm's length basis. Hence the Company is not required to disclose details of the related party transactions in Form AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. The policy on Materiality of and dealing with Related Party transactions as approved by the Board is uploaded on the Company's website i.e. www.bhandariexport.com.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

STATUTORY AUDITORS

M/s Krishan Goel & Associates, Chartered Accountants, Statutory Auditors of the Company, had been appointed as the Statutory Auditors of the Company in the 24th Annual General Meeting to hold office until the conclusion of 29th Annual General Meeting subject to ratification of their appointment in every Annual General Meeting. The Shareholders at the ensuing General Meeting will consider ratification of the appointment of the Statutory Auditor. The Auditor has confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI. There are no qualifications or reservation or remarks made by the Auditors in their Report.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Rajeev Bhambri & Associates, Company Secretaries, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of



the Company. Secretarial Audit Report as per Section 204 of Companies Act 2013 is placed as Annexure - B to this report.

The Secretarial Auditors' in their report and in Annual Secretarial Compliance Report (Under Regulation 24A of SEBI LODR Regulations, 2015) for year ended 31st March 2021 and secretarial audit report for year ended 31st March, 2021 marked observation for deviation for Regulation 17(1), Regulation 18 and Regulation 19 of SEBI (LODR) Regulations, 2015 related to the composition of board of directors, total no. of directors as member of Audit Committee and total no. of directors as member of Nomination and Remuneration Committee from 15.02.2020 to 18.08.2020 and non appointment of compliance officer as company secretary from 01.10.2020 to 09.11.2020.

The Board Members made an extensive search to finalise a suitable person as an Independent Director. The non compliance in connection to Regulation 17(1) and Regulation 18 and Regulation 19 was complied with appointment of Mr. Kunal Verma and Mrs. Geetika Bhalla on 09.11.2020 and 18.08.2020 respectively. The BSE had levied fine of Rs. 11,90,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with BSE. The NSE had levied fine of Rs. 12,52,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with NSE. Both the stock exchanges have not intimated its decision on the subject yet, till the date of the Director's Report 2021.

The Board has re-appointed M/s Rajeev Bhambri & Associates, Company Secretaries, Ludhiana as Secretarial Auditor of the Company for Financial Year 2021-22.

COST AUDITORS

No Cost Auditor was appointed during the financial year as there is no statutory requirement imposed for mandatorily according to the size and nature of the business.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31, 2021 AND DATE OF THE REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of the Report.

AUDITORS' REPORT

The Auditors' Report is self-explanatory and do not call for further comments as there are no adverse remarks in the Auditors' Report.

APPOINTMENT OF SECRETARIAL AUDITOR AND INTERNAL AUDITOR

The Company has in accordance with the applicable provisions of the Companies Act, 2013, appointed M/s Rajeev Bhambri & Associates, Practicing Company Secretary (C.P. No. 9491), Ludhiana Secretarial Auditors. The Company has appointed M/s Vipin Kumar & Associates, Chartered Accountants, (Membership No. 081198, Firm Registration No. 007245N) as the Internal Auditors.

LISTING OF SECURITIES

At present, the securities of the Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the Listing Fees to the BSE and NSE upto the financial year 2021-22.

INDUSTRIAL RELATIONS

The Industrial relations remained very cordial and responsive during the year under review.

DISCLOSURE OF COMPLAINTS OF SEXUAL HARRASMENT, CHILD LABOUR ETC.

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Considering gender equality, the Company has zero tolerance for sexual harassment at workplace. The Company has an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The following is a summary of sexual harassment complaints received and disposed off during the year 2020-21:

Sr. No.	Category	No. of complaints during financial year 2020-21	No. of complaints pending as at end of year 2020-21
1.	Child labour/forced labour/involuntary labour	The Company does not hire Child Labour, Forced Labour or Involuntary Labour. No case reported	Not Applicable
2.	Sexual Harassment*	No case reported	Not applicable
3.	Discriminatory employment	No case reported	Not applicable

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the Audited Financial Statements of the Company for the year 2020-21, the provisions of Section 135, read with Schedule VII and Companies (Corporate Social Responsibility) Rules, 2014 of the Companies Act, 2013, has become applicable to the Company. 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" had been constituted w.e.f. 28.05.2016 consisting of following persons as Members/ Chairman:

Sr. No.	Name of The Director	Designation
1.	Mr. Nitin Bhandari (Chairman & Mg. Director)	Chairman
2.	Mr. Vikas Nayar (Director)	Member
3.	Mr Surinder Kumar Kapoor (Independent Director)*	Member

During the year 2020-21, the Company had identified certain projects/activities on which the CSR expenditure for the financial year 2020-21 was made. The activities included promoting health care including preventive health care, improvement in education which includes special education and employment strengthening vocation skills among children, women, elderly and the differently-abled and livelihood enhancement projects, facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups, animal welfare etc. Details about the CSR policy and initiatives taken by the Company during the year are available on your company's website www.bhandariexport.com. The Report on CSR activities is given in Annexure-E forming part of this Report.

CERTIFICATIONS

The Company has an innate desire and zeal to contribute towards the welfare and social uplifting of the community. The Company continues to abide by its general Social Responsibility and maintain following certifications:

BSCI (Business Social Compliance Initiative) CERTIFICATION

The Company heading towards good Corporate Social Responsibility also has a BSCI (Business Social Compliance Initiative) Certification. European retail companies and associations have developed a common monitoring system simplifying and standardizing the requirements and individual monitoring procedures. The BSCI is based on the labour standards of the International Labour Organization (ILO) and other important international regulations like the UN Charter for Human Rights, as well as on national regulations. The Initiative aims at continuously improving the social performance of suppliers, leading to Best Practice like SA8000 certification or equivalents and thus sustainably enhancing working conditions in factories worldwide. The Certification achieved by the Company in the true sense reflects the true spirit of the Company in improving working conditions, social health, safety, welfare and



good corporate practices. The company would be able to get the confidence of EU based customers by ensuring good social compliance.

GOTS CERTIFICATION

Bhandari Hosiery Exports Limited is certified for compliance to GOTS, the worldwide leading textile processing standard for organic fibers, including ecological and social criteria, backed up by independent certification. It ensures organic status of textiles, from harvesting of the raw materials, through environmentally and socially responsible manufacturing up to labeling in order to provide a credible assurance to the end consumer. This certification enables Bhandari Hosiery Exports Limited to supply certified organic garments to customers worldwide.

SUBSIDIARY COMPANY/ASSOCIATE COMPANY/JOINT VENTURE

There is no Subsidiary /Associate Company of the Company.

EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as of 31st March 2021 pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014 and forming part of the report is placed at the website of the Company as per provisions of Section 134 [3][a] of the Companies Act, 2013.

GRATUITY

The provision for gratuity has been made as provided under the Payment of Gratuity Act.

PARTICULARS OF THE EMPLOYEES

The information and other details required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith at "Annexure- C".

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has designed and implemented a process driven framework for Internal Financial Controls. For the year ended on March 31, 2021, the Board is of the opinion that the Company has sound Internal Financial Controls commensurate with the size, scale and complexity of its business operations. During the year, such controls were tested and no material weakness in their operating effectiveness was observed. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/ or improved controls whenever the effect of such gaps would have a material effect on the Company's operations.

CAUTIONARY STATEMENT

Statements in this report, describing the Company's objectives, expectations and/or anticipations may be forward looking within the meaning of applicable Securities Law and Regulations. Actual results may differ materially from those stated in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, in terms of the Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that :

Attested





Bhandari Hosiery Exports Ltd.

Sustainable Innovation
Design Excellence

- a) in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable Indian accounting standards had been followed and there were no material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as at March 31, 2021 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION REGARDING CODE OF CONDUCT

Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and the declaration in this regard made by the Mg. Director & Chairman of the Company forms part of this Annual Report. The said code is available at the Company's website i.e. www.bhandarlexport.com.

ACKNOWLEDGEMENTS

Your Directors place on record their appreciation of the continued assistance and co-operation extended to the Company by the Government of India, Government of Punjab, State Bank of India, South Indian Bank, HDFC Bank and Andhra Bank, the large family of shareholders, business associates/customers/buyers, the dedicated employees and all other business constituents, who are continuing to assist your Company.

Place: Ludhiana
Dated: 14.08.2021

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



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



ANNEXURE A TO THE DIRECTORS REPORT
SALIENT FEATURES OF THE NOMINATION AND REMUNERATION POLICY
[as Per Proviso To Section 178(4) Of The Companies Act, 2013]

APPLICABILITY

This Policy is applicable to:

- a. Directors (Executive, Non-Executive and Independent)
- b. Key Managerial Personnel (KMP)
- c. Senior Management Personnel
- d. Other employees as may be decided by the Committee ("NRC")

OBJECTIVE

The Policy provides criteria for:

1. Determining qualifications, positive attributes and independence of a Director;
2. Performance evaluation of Independent Directors, non-Independent Directors, Chairman and the Board;
3. Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees, as may be decided by the Committee;

PROVISIONS RELATING TO REMUNERATION OF MANAGING DIRECTOR, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The following are the guiding factors:

- The scope of duties, the role and nature of responsibilities;
- The level of skill, knowledge, experience, local factors and expectations of individual;
- The Company's performance, long term strategy and availability of resources;
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMPs, Senior Management Personnel and other employees of the quality required to run the Company successfully; and
- Relationship of remuneration to performance is clear and meets appropriate performance benchmark;

PROVISIONS RELATING TO REMUNERATION OF NON-EXECUTIVE/INDEPENDENT DIRECTOR(S)

The following are the guiding factors:

- The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and as decided by the Board from time to time.
- The Non-Executive/ Independent Director(s) may also receive remuneration / compensation / commission etc as per criteria/limit thereof prescribed under Companies Act, 2013 and rules made thereunder
- Any increase in the maximum aggregate remuneration payable beyond permissible limit under the Companies Act, 2013 shall be subject to the approval of the Shareholders', as may be applicable.

EVALUATION

The evaluation will be done on following parameters:

1. Role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board;
2. Attendance and contribution at Board and Committee meetings;
3. Subject expertise, skills, behavior, experience, leadership qualities, understanding of business and strategic direction to align company's values and standards;
4. Ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders
5. Vision on Corporate Governance and Corporate Social Responsibility

Atul Bhandari





6. Ability to create a performance culture that drives value creation and a high quality of discussions;
7. Effective decision making ability to respond positively and constructively to implement the same to encourage more transparency;
8. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity;
9. Contribution to enhance overall brand image of the Company

"ANNEXURE-B" TO THE DIRECTORS' REPORT"

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021 [Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Bhandari Hosiery Exports Limited
Bhandari House, Village Meharban,
Rahon Road, Ludhiana-141007 (Ph.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bhandari Hosiery Exports Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 to the extent applicable and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Nitin K. Singh





- (b) SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Dealing of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with laws relating to, inter alia:

- All Labour & Industrial laws;
- The Competition Act, 2012;
- All environmental laws;
- Textiles (Consumer Protection) Regulations, 1988;
- Textiles (Development and Regulation) Order, 2001;
- Textiles Committee Act, 1963;
- Additional Duties of Excise (Textiles and Textiles Articles) Act, 1978.
- Indian Boilers Act, 1923

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent of its applicability.
- (ii) The Listing Agreement entered into by the Company with the BSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except as detailed below:

1. The company has not complied with the provisions with respect to the total number of Independent Directors as members of Audit Committee from 15.02.2020 till 18.08.2020.
2. The company has not complied with the provisions of regulation 18 with respect to the total number of Directors as members of Audit Committee from 15.02.2020 till 30.06.2020.
3. The company has not complied with the provisions of regulation 19 with respect to the total number of Independent Directors as members of Nomination & Remuneration Committee from 15.02.2020 till 18.08.2020.
4. The company had not appointed the Compliance Officer as Company Secretary from 01.10.2020 till 09.11.2020 as required under the provisions of Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except as follows:

1. The company has not complied with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the composition of the Board in terms of the total number of Directors from 15.02.2020 09.11.2020.



2. The company has not complied with the provisions with respect to the total number of Independent Directors from 15.02.2020 till 09.11.2020.
3. The company has not complied with the provisions with respect to appointment of woman director from 15.02.2020 till 18.08.2020.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or by the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Rajeev Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 9491
UDIN: F004327C000772149

Dated: 12.08.2021
Place: Ludhiana

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE' and forms an integral part of this Report.

'ANNEXURE'

The Members,
Bhandari Hosiery Exports Limited
Bhandari House, Village Meharban,
Rahon Road, Ludhiana-141007 (Pb.)

Our report of even date is to be read along with this letter.

1. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as we have relied upon the Audit done by Statutory Auditors as required under Companies Act, 2013.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy



or effectiveness with which the management has conducted the affairs of the company.

Place: Ludhiana
Dated: 12.08.2021

Rajeev Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 9491

"ANNEXURE -C" TO BOARD'S REPORT

I. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Remuneration in Fiscal 2021 (Amt. in lakhs)	% Change in remuneration from previous year	Ratio
Mr. Nitin Bhandari (Chairman & Managing Director)	44.00	41.02	18.7:1
Other Directors (Non Executive and Independents) (Only Sitting Fee paid)	N.A.	N.A.	N.A.
Mr. Arpit Jain (Company Secretary) (Resigned w.e.f. 01.10.2020)	2.23	*	--
Mr. Daljeet Singh (appointed w.e.f. 09.11.2020)	2.09	**	--
Mr. Manoj Kumar (CFO)	5.37	(7.76)	2.28:1

For this purpose sitting fees paid to the directors has not been considered as remuneration. Non-executive/Independent Directors are entitled only to sitting fee. The details of remuneration/sitting fee paid are given in Form MGT-9/Corporate Governance Report.

*Arpit Jain resigned as company secretary during the year so there is no comparison from previous year.

** Daljeet Singh joined as company Secretary during the year so no comparison from previous year.

2. Percentage increase/(decrease) in the median remuneration of employees in the financial year: (2.62%).

3. The number of permanent employees on the rolls of company: 386

4. Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

No increase in average percentage was made in the salaries of employees other than the managerial personnel in the last financial year. There was no increase in remuneration of KMP during the financial year 2020-21 due to covid-19 except salary of Mr. Nitin Bhandari, Chairman and Managing Director. During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.21 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year. Average increase in remuneration for employees other than

Nitin Bhandari





Managerial Personnel is in line with the industry peers and is also outcome of market competitiveness.

5. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

II. INFORMATION AS PER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) Details of top ten employee drawing remuneration pursuant to the provisions of Rule, 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

Sr. No.	Name of Employee	Designation	Gross Remuneration Paid (Rs.)	Nature of Employment	Qualification	Age	Exp.	Date of Commencement	Last Employment	% of Equity Shares
1	Nitin Bhandari*	Mg. Director	4400000	Permanent	MBA, LONDON	38	15	23.11.2009	-	17.18
2	Aditi Bhandari**	Vice President-Marketing	1140000	Permanent	MBA	38	15	28.09.2011	-	NIL
3	Kusum Bhandari***	Chief Merchandiser	756710	Permanent	BA	71	36	27.09.2002	-	1.73
4	Himanshu Sharma	Fabric Dyeing & Processing	1175843	Permanent	BA	35	17	04.02.2015	Richa Industries Ltd.	NIL
5	Bodh Raj	Engineer	413075	Permanent	ITI	50	31	10.06.2013	Oswal Apparels Pvt. Limited	NIL
6	Ajay Sharma	Exports Section Head	426588	Permanent	B.COM	36	14	15.07.2016	Eastman Caste and forge Limited	NIL
7	Manoj Kumar	CFO	537670	Permanent	B.COM	45	22	05.09.2013	Deepak Builders	NIL
8	Vinod Kumar	Marketing Manager	432773	Permanent	B.SC	43	19	01.06.2017	K.D EXPORTS	NIL
9	Virender Chaudhary	Fabric Division Head	845807	Permanent	SR. SEC.	48	28	01.07.2010	Jain Udhay Fabrics Ltd.	NIL
10	Absar Alam	Q.C. Deptt	624345	Permanent	BA(ENG)	46	16	11.06.2018	MONTE CARLO	NIL
11.	Arpit Jain	Company Secretary (resigned w.e.f 01.10.2020)	223124	Permanent	B.Com, CS	29	5	23.04.2018	LWS Knitwear Limited	NIL
12.	Daljeet Singh	Company Secretary (appointed w.e.f. 09.11.2020)	204976	Permanent	B. Com, CS	30	5	09.11.2020	Asianlaktto Industries	NIL

Nitin Bhandari





Relationship with Directors

* Mr. Nitin Bhandari is Managing Director of the Company

** Ms. Aditi Bhandari is wife of Mr. Nitin Bhandari, Mg. Director

*** Ms. Kusum Bhandari is mother of Mr. Nitin Bhandari, Mg. Director

Except as above, none of the other afore-said employees is related to any director or manager of the Company.

(ii) None of the employee who were employed throughout the financial year 2020-21, was in receipt of remuneration for that year which in the aggregate, was not less than one crore and two lakh rupees;

(iii) None of the employee employed for a part of the financial year 2020-21, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month ;

(iv) None of the employee employed throughout the financial year 2020-21 or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager.

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

Nitin Bhandari
Sd/-

(Nitin Bhandari)

Chairman & Mg. Director

Place: Ludhiana

Dated: 14.08.2021

ANNEXURE- D" TO BOARD'S REPORT STATEMENT

CONTAINING PARTICULARS PURSUANT TO SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

1 CONSERVATION OF ENERGY

(a) Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.

(b) Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.

(c) Various on-going measures for conservation of energy include

(i) use of energy efficient lighting and better use of natural lighting,

(ii) reduction of energy loss, and

(iii) replacement of outdated energy intensive equipment.

The company provides high priority to energy conservation schemes to conserve natural resources and is regularly taking effective steps to conserve energy wherever possible. This continues to remain thrust area with studies, discussions and analysis being undertaken regularly for further improvements. The Company has given due attention towards conservation of energy. It not only reduces the cost of production but also helps in conservation of natural resources which are depleting very fast.

The Company is constantly looking for savings of energy and trying to conserve energy continuously by modifications or trying alternate means and continuously upgrading technology and work practices. Steps are being taken to conserve energy on a continuous basis. Besides continuing the measures taken in earlier years, following steps were taken during the year 2019-20 with a view to reduce the cost of energy and consequently the cost of production.

Nitin Bhandari





Conservation measures taken, proposed measures being implemented for reduction of consumption of energy and consequent impact thereof for the year 2019-20:

Measures taken	Saving amount (Rs. In Lacs)	Energy Savings 2020-21 (Units In Lacs)
<ul style="list-style-type: none"> Installation of energy efficient light fittings. Replacement of old & re-wound motors with Energy Efficient Motors Replacement of de-rated & defective Capacitors, Optimizing Power Factor Optimizing Water usage in dyeing and reducing load on ETP and power usage. Use of Inverters and AC Drives in Unit. 	9.40	1.28

(d) Total energy consumption and energy consumption per unit of production is given in the table below:

1	ELECTRICITY		2020-21	2019-20
a	PURCHASED UNITS		3,710,337	3,490,982
	Total Amount		27,270,980	25,505,115
	Rate per unit		7.35	7.30
b	OWN GENERATION THROUGH DIESEL GENERATOR(S)			
	Units produced	KWH	262028	254500
	Unit per liter of Diesel	KWH	2.62	2.61
	Total Diesel consumed	LTR	99960	97088
	Diesel cost	Rs	7150153	7892510
	Cost per unit of KWH	Rs/ Kwh		31.01
2	COAL		Nil	Nil
3	FURNANCE OIL		Nil	Nil
4	OTHER INTERNAL GENERATION		Nil	Nil
5 a	HUSK FOR STEAM	Rs.	26,540,408	37,707,096.05
b	HUSK FOR STEAM Kg	KG.	7,626,554	8,350,144
	Rate Per Kg		3.48	4.52
6 a	DIESEL FOR STEAM (Ltrs)		386000	375000
b	Rate per Ltr (Rs.)		73.71	65.77
	Consumption / unit production			
	Production of garments (Pieces)		Nil	Nil
	Electricity Consumed	Kwh/pc	Nil	Nil
	Husk Consumed	Kg/pc	Nil	Nil

2 RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION

Technology absorption, Innovation and Research & Development (R & D) is a continuing Process and a continued emphasis is given on quality improvement and product upgradation.

1. Specific areas in which R & D activities were carried out by the Company:

- Quality Improvement
- Yield/Productivity Improvement
- Energy Conservation
- New Technology/Product development

Mitika





2. Benefits Derived

- Better Quality; reduced wastages
- Cleaner environment
- Safer operations and improved competitiveness

3. Future Plan of Action

Management is committed to strengthen R & D activities for product development as per requirements and to improve its competitiveness in the times to come.

4. Expenditure on R & D

a) Capital : Nil b) Recurring : Nil Total : Nil

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company has not imported any technology from abroad. However the company has been using the imported machinery. The Company has been making efforts for absorption of latest technology. Your Company has the modern and the state of art technology for the manufacture/fabrication of garments. The Company has necessary research and quality control facilities.

BENEFITS DERIVED

The Company has achieved improvement in quality and lower cost of production.

(3) PARTICULARS OF FOREIGN EXCHANGE EARNING AND OUTGO (RS. IN LACS)

Activities relating to export, initiatives taken to increase exports, development of new export market for products and services and export plans are given hereunder:

- The sale of more environment friendly products has increased.
- The Company has explored new markets and buyers and is going good with recently obtained buyers.
- Targeting growth in the next financial year.

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. There have been concentrated efforts to maintain and improve exports performance and to meet the need of end users.

The Management has laid continuous thrust for exploring new markets and as a result, the Company was also able find some new foreign customers. The position of Foreign Exchange earnings and Outgo for the financial year 2020-21 is as under:

FOREIGN EXCHANGE EARNING AND OUTGO		(RS. IN LACS)	
Sr. No.	Particulars	2020-21	2019-20
a.	Foreign Exchange Earnings (FOB value of Exports, commission earned)	972.84	1377.91
b.	Foreign Exchange Outgo (CIF value of imports and expenditure in foreign currency)	16.81	55.25

For and on behalf of the Board of Directors
Bhandari Hosiery exports Limited



(Signature) Sd/-
(Nitin Bhandari)
Chairman & Managing Director

Place: Ludhiana
Date: 14.08.2021



"ANNEXURE- E" TO BOARD'S REPORT STATEMENT

CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 134 (3) (o) of the Act and Rule 9 of the Companies
(Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

- The objective of the company is to contribute to the education, social, health related, economic development of the communities, animal welfare and sports so as to promote sustained growth for the society and community and in particulars take up the activities as included in Schedule VII of the Companies Act, 2013.
- The CSR Committee will facilitate the Annual CSR action plan containing the clear terms of reference outlining the key tasks, duration of assignment, allocation of budget for different projects, method of implementation and review. The CSR budget shall be according to Companies Act, 2013.
- Money unutilized, if any, in the previous year will be carried forward and included in the budget for the next year. Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.
- Project activities identified under CSR are to be implemented by agencies, which would include-Voluntary Organizations (VOs) formal or informal Elected local bodies such as Panchayats, Institutes/Academics Institutions, Trusts, Hospitals, Self Help Groups, Govt./Semi Govt./Autonomous Organizations, Mahila Mandals, Professional Consultancy Organizations etc.
- The Corporate Social Responsibility activities undertaken by the Company will be monitored by the Corporate Social Responsibility Committee duly constituted by the Board. The committee will be responsible to institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company.

During the year 2020-21, the Company had identified certain projects/activities on which the CSR expenditure for the financial year 2020-21 was made. The activities included promoting health care including preventive health care, facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups, animal welfare etc.

2. Composition of The Corporate Social Responsibility (CSR) Committee:

Sr. No.	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

3. Average net profit of the company for last three financial years (Figures in lacs) : Rs. 616.35 Lakhs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

(Two per cent of Rs. 616.35 Lakhs): Rs. 12.32 Lakhs

Unspent amount from previous year: Rs 00.00 Lakhs

The Company is required to spend Rs. 12.32 Lakhs towards CSR.

5. Details of CSR spent during the financial year.

(a) Total amount spent for the financial year: Rs. 12.33 Lakhs

(b) Amount unspent, if any : Rs 0.00 Lakhs

(c) Manner in which the amount spent during the financial year::N.A.





Sr. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program s wise (Rs. In Lakhs)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) (Rs. In Lakhs)	Cumulative expenditure upto to the reporting period (Rs. In Lakhs)	Amount spent: Direct or through implementing agency*
1	Skill development projects, Education of Children (Construction & Establishment for Florence Nightingale Educational Society)	Education	Delhi	12.33	12.33	12.33	Florence Nightingale Educational Society

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

7. The CSR Committee do hereby undertakes that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Nitin Bhandari
sd/-

Nitin Bhandari
(Chairman-CSR Committee)
Managing Director
DIN: 01385065

Sd/-

Vikas Nayyar
(Member- CSR Committee)
Director
DIN: 00071047

Place: Ludhiana.
Date: 14.08.2021





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward looking statements whether as a result of new information, future events or otherwise. Actual results, performance or achievements and risks and opportunities could differ materially from those expressed or implied in these statements. Readers are cautioned not to place undue reliance on these statements that speak only as of their date. The following discussion and analysis should be read in conjunction with the Company's financial statement included herein and notes thereto.

a. INDUSTRY STRUCTURE AND FUTURE OUTLOOK/ DEVELOPMENTS

The overall profitability of the Company during the year under review, as compared to the previous year, has been adversely affected due to the unfavourable economic and market conditions prevailing throughout the year in all the business segments on account of disruptions caused by the COVID-19 pandemic and the lockdown pursuant to Govt.'s directives to prevent spread of pandemic. In Textiles it was affected due to weak domestic market conditions throughout the year, and in Paper realizations dropped due to subdued international market conditions. Working and operational parameters at all the plants of the Company were satisfactory during the year.

The Indian Textile Industry is one of the leading textile industries in the world. The textiles and apparels sector is a major contributor to the Indian economy in terms of gross domestic product (GDP), industrial production and the country's total export earnings. Indian Textile market contracted in the FY 21 by around 30% and India's export decreased by around 15%. Apparel formal wear and semi formal wear got more hit than casual wear/lounge wear or home furnishings/made ups since Work-From- Home became a new normal. Though 2020-21 was a challenging year for the textile industry, it has been a learning year and taught us to conduct the business in a different manner. On positive note there have been lot of developments undertaken, including different product mix, introducing several health and hygiene products and exploring new business channels. Even during these torrid times, the business has managed the working capital well.

The cotton yarns and fabrics constitute for about 23 percent of India's Textile and Apparel Exports. India has been able to face the global economic downturn better than most other countries. India's textile industry has a pervasive effect on its economic life. The Indian textile Industry uses a large and diverse range of fibres and yarn, however, cotton is its major input material. Therefore, cotton availability and prices are a major determinant of production efficiency and profitability of textile units. Though the global economy seems to be coming out of the crisis, recovery may be unsteady for a while. The Continuous Improvement and investment in weaving and processing will help to meet the demand of quality textiles, which will give an edge to the Indian textile Industry over competitors. Upgrading technology and infrastructure is an ongoing process and, with the added support of Government bodies it should boost the Indian textile further.

The Textile industry holds a significant position in India by catering to the most basic needs – clothing. The Indian textiles industry is integrated in terms of being extensively engaged in the procurement of raw materials right up to the final production of the actual textile product.

As regards Indian economy, the Indian economy GDP contracted by 7.3% in 2020-21 and has been majorly affected by the COVID-19 pandemic which has affected all over the world economy. During the last quarter of 2020-21 Indian economy showing positive signs and grew by 1.6%. The pandemic has undoubtedly affected India, but with the right economic stimulus and the gradual opening up of the lockdown the situation can be expected to improve.

Readymade garments were amongst the largest contributor to total textile and apparel exports from India. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-



gradation Fund Scheme (TUFS) and other such schemes.

As the Indian Government too, has over the last few months taken some action to revive industrial growth, encourage fresh investment and committed to reforms for industry, our economy in the coming years should regain a trajectory of high growth.

CONCERNS AND THREATS

The unfavorable fluctuations in cotton prices and other input costs make it difficult for Indian exporters to compete in the international market. The unfavorable foreign exchange fluctuations and non-availability of skilled workers also are hurdles faced by the exporters including the Company.

We are trying to focus on cost cutting strategies, development of new markets and maintain the quality of our products to satisfy and exceed the expectations of the market and look forward to a better market sentiment for textiles.

The primary raw material is cotton and cotton yarn, which are being sourced from the domestic market. Cotton is an agricultural product and its supply and quality are subject to forces of nature. Any material shortage or interruption in the domestic supply or deterioration in the quality of cotton due to natural causes or other factors could result in increased production costs, which the industry may not successfully be able to pass on to customers, which in turn would have a material adverse effect on business. There can be no assurance that the price levels of cotton will remain favorable. Any increase in cotton prices would have a material adverse effect on the industry.

However, the Company has over the years developed considerable expertise in responding to the changes in prices & demand. Due to company's integration & order based pricing, the company is generally able to pass on the increase in raw material prices to its customers.

OPPORTUNITIES

The good thing about Indian economy and textile industry is that both are more insulated from the effects of world recessions or financial crisis. Around 70 percent of India's garment exports are towards its traditional markets of the US and the EU. However, apparel exporters are currently on the lookout for new markets. To reduce dependence on traditional markets like the US and Europe, apparel exporters are exploring new markets in Japan, West Asia, Africa, Middle East and Australia.

The Online Retail boom in India is credited more to domestic consumers and it is not export driven. Internal consumption of India is very strong, compared to China which depends largely on exports, which has the potential danger of turning into a threat. 60 percent of retail sales in India catering to the domestic market, in fact acts as a shield to the Indian retailer at large.

The need is now that the Government should support in terms of higher duty draw back rates to offset cost disadvantages in India. Side by side it should go for a faster formulation and implementation of sound policies for supporting textile sector. It is expected that the Govt. of India will take suitable steps and adopt suitable policies to boost the Indian textile industry. The apparel industry provides employment to about seven million people, out of which almost half of them are engaged in the export sector. Still there are wide opportunities available to Indian Industry not only to grow in international markets but also domestically.

The Government proposes to increase the investment in this sector to generate more employment through various schemes viz. Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS), Integrated Skill Development Scheme (ISDS), Technology Mission on Technical Textiles (TMTT).



India's textiles and clothing industry is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports worldwide. It is expected that the production as well as exports of textile products will increase in the coming years.

As expected, some customers in USA and Europe have started shifting textile business from China to India, Bangladesh, Vietnam, etc. Further brands focus has changed to sustainable product lines which can satisfy fashion needs also. We are preparing ourselves to take the advantage of both these changing trends.

b. COMPANY'S GROWTH PROSPECTS AND NEAR TERM OUTLOOK

The future seems to be good for the Indian Textile Industry both at domestic and international levels as India is still maintaining itself as an attractive destination for retail industry and foreign investments. While it is not possible to fully escape the impact of the global uncertainties, the Indian economy is better placed than many to withstand the shock.

During the year under review, the business and economic environment in India and other emerging countries remained challenging. The year witnessed the event of COVID-19 Pandemic which has affected the business severely and has also impacted the Consumer demand.

The markets your Company serves are undergoing a massive disruption due to the outbreak of COVID-19. The situation caused by the COVID-19 pandemic continues to evolve and the effects on such markets remain uncertain. The outlook going forward will depend, in addition to other factors, on how COVID-19 continues to affect the global economy.

Global market outlook is still not clear because of the new strain of Corona Virus, world-wide. Vaccination drive has started and there is hope to cover most of the population by 2nd quarter across the globe. Our Product mix are more focused on sustainability having innovative finishes and accordingly we are ready to cater to the market, once domestic and International markets reopens in full swing.

c. FINANCIAL ANALYSIS AND REVIEW OF OPERATIONS:

The financial results of the Company during the year are as under:

(Rs. in Lacs)		
PARTICULARS	2020-21	2019-20
Total Income	22,606.49	27,753.51
GROSS PROFIT before interest depreciation and tax	1825.82	2150.24
Less: Financial expenses	1073.81	1022.61
Less: Depreciation and preliminary exp. written off	539.78	501.44
PROFIT BEFORE TAX	212.23	626.18
Less: Provision for tax	(45.34)	(95.00)
PROFIT AFTER TAX	166.89	531.18
Add: Balance brought forward	4077.75	3564.25
Less : Previous Years amounts transferred	0.00	0.00
Amount available for appropriation(s)	4244.64	4095.44
Appropriation:		
-Proposed Dividend on Equity shares @ Rs. 0.01/- per Equity Share (i.e. 1%) (Refer Note (i) below)	14.65	14.65

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-Tax on Proposed Dividend	--	2.98
Balance carried to Balance Sheet	4229.99	4077.76
Note: (i) Proposed Dividend on Equity Share		
Proposed Dividend for the year ended 31 st March, 2019 @ Rs. 0.01/- per Equity Share (i.e. 1%)	14.65	14.65
Dividend Distribution Tax on proposed dividend	--	2.983
"The Board of Directors of the Company has proposed final dividend of Rs. @ Rs. 0.01/- per Equity Share (i.e. 1%), which is subject to the approval by the shareholders at the ensuing Annual General Meeting. In accordance with the revised Indian Accounting Standard – 'Contingencies and Events occurring after the Balance Sheet Date' (effective from 01.04.2016), proposed dividend for the year and Corporate Dividend Tax thereon has not been recognized as a distribution of profit in the current year's accounts."		

TURNOVER AND PROFITS

Despite challenging global and Indian scenario among the COVID -19 Pandemic, the Company recorded decrease in its turnover as well as in profit after taxes. During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.21 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year. The Exports of the Company for the financial year ended 31st March, 2021 were Rs. 972.84 Lacs as against Rs. 1377.91 Lacs in the previous year, showing decrease from the previous year.

KEY FINANCIAL RATIOS

	UNIT	YEAR ENDED 31.03.2021	YEAR ENDED 31.03.2020	% CHANGE
Debt Equity Ratio	Times	1.43	1.42	07.04
Current Ratio	"	1.62	1.45	08.52
Receivables Outstanding in Days to Sales	Days	80	62	29.03
Inventory in days to Cost of goods sold	"	130	101	28.71
Interest Coverage Ratio	Times	1.73	2.20	-21.36
Operating Profit Margin	%	5.68	5.94	-4.37
Net Profit Margin	%	0.73	1.19	-38.65

d. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has evolved a system of internal controls commensurate with its size and scale of operations, to ensure that the assets are safeguarded and transactions are authorized, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical reviews by the outside chartered accountancy firms which evaluate the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness. The scope of Internal audit covers a wide variety of operational methods and, as a minimum, ensures compliance with specified standards with regard to availability and suitability of policies and procedures, extent of adherence, reliability of management information system and authorization procedures including steps for safeguarding of assets. The reports of internal audit are placed before Audit Committee of the Directors. Audit Committee reviews such audit findings and the adequacy of internal control systems. The Statutory Auditors and the Internal Auditors of the Company also interact with the Audit Committee to share their findings and the status of corrective actions under implementation.

e. DEVELOPMENTS ON HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The year under review has seen changes in the policies and procedures to make the organization high performing and successful. The Company has always valued its human resources and believes in optimum potential of each employee. During the period under review, the industrial relations were cordial without any disruptions of manufacturing activities. Additional appointments were made during the period under review as on 31st March,



2021, the Company had 386 employees on rolls.

f. RISKS, THREATS AND RISK MANAGEMENT

Your Company faces general risks inherent in any business including political, legal, geographical, economical and environmental and competition risks and takes appropriate steps to mitigate them and reduce their impact to the extent possible. The exports of the company are subject to set legal procedures and Govt. Rules, approvals and regulations and any change in them may affect the business of the Company. Raw material prices also affect the financial performance of the company.

RISKS AND THREATS

The opening of the international markets has thrown a host of opportunities with unique set of challenges. Today we can take justifiable pride in having joined the ranks of the US\$ trillion economies of the world. The change being witnessed can be attributed to several factors including increasing purchasing power of the masses, shifts in the buying behavior, demography dynamics, and growing urbanization, opening up of the retail segment to private and foreign players and changing trends/lifestyle. Investments in the textile sector have increased significantly over the last three to four years.

The Indian textile sector faces a number of challenges, foremost being fluctuating cotton and raw material prices, infrastructure and inflexible labour laws. Inflow into India of spurious fabric material, counterfeit, fake and misleading selvedge descriptions continues. However, recognizing the threat these spurious imports poses, if continued unchecked, the government has taken a number of steps to check the inflow of such products.

Textile being a labour intensive industry, rising labor and skilled human resource costs can put pressure on margins. In order to take advantage of quota-free era, textile and apparel industry require huge investments in infrastructure and also Government's support by various incentives, relaxation and promotions etc, to improve efficiencies and productivity and reduce costs.

g. OPPORTUNITIES AVAILABLE TO THE COMPANY

The Indian Textile industry is expected to get momentum in the coming times. The Company is committed to increase its productivity and bring overall modernization in the manufacturing process. The Company also undertook implementation of RO/ZLD Plant with a view to save water and make industry more environment friendly. The Company is also considering manufacture of allied products in the textile sector.

h. SUBSIDIARY

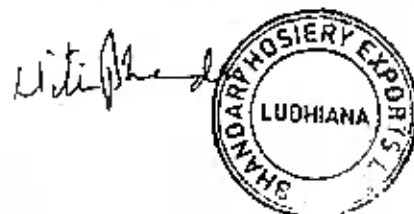
There is no Subsidiary/holding/Associate Company of the Company.

i. SEGMENT WISE PERFORMANCE

The operations of the Company comprise of only one segment i.e. Textiles, therefore the whole position as depicted are in respect of the said segment. In respect of other commercial disclosures, the Notes on Accounts and the Schedules are self explanatory and can be referred to.

j. RISK MANAGEMENT POLICY IMPLEMENTATION

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes. Your company has identified the following risks:





Key Risk	Impact to Bhandari Hosiery Exports Limited	Mitigation Plans
Commodity Price Risk	Risk of price fluctuation on basic raw materials like cotton, yarn, Chemicals, power as well as finished goods used in the process of manufacturing	The Company commands excellent business relationship with the buyers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value added products helps in lowering the impact of price fluctuation in finished goods.
Uncertain global economic environment –slow growth in global economy	Impact on demand and realization of Exports of garments.	Garments wear by its very nature is not affected by slow downs/recessions.
Interest Rate Risk	Any increase in Interest rate can affect the finance cost	Dependence on debt is kept optimum.
Foreign Exchange Risk	Your company exports its products to African and other European countries. Any volatility in the currency market can impact the overall profitability	The Company commands excellent business relationship with the buyers. In case of major fluctuation either upwards or downwards, the matter are mutually discussed and compensated both ways.
Human Resources Risk	Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non-availability of the required talent resource can affect the overall performance of the Company	By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. By putting in place production incentives on time bound basis and evaluating the performance at each stage of work. We do not anticipate any major issue for the coming five years.
Competition Risk	Your company is always exposed to competition Risk from Asian Countries like Sri Lanka, China, Taiwan, and other African Countries. The increase in competition can create pressure on margins, market share etc	By continuous efforts to enhance the brand image of the Company by focusing on modernization, quality, Cost, timely delivery and customer service. By introducing new product range commensurate with demands your company plans to mitigate the risks so involved.
Compliance Risk-Increasing regulatory requirements	Any default can attract penal provisions	By regularly monitoring and review of changes in regulatory framework. By monitoring of compliance through legal compliance Management tools and regular Internal audits.
Industrial safety and employee's health and safety risk.	The Garmenting Industry is labour intensive and are exposed to accidents, health and injury risk due to machinery breakdown, human negligence etc	By development and implementation of critical safety standards across the various departments. The Company has also maintained WRAP, BSCI, C-TPAT Certifications, GOTS and OEKO-Tex by complying to various safety and health norms. The Company has taken steps to ensure the health and safety of its employees and customers

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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, 2021, 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 include 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 stakeholder's 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 6 Directors. One is Executive Chairman & Mg. Director. Three are Independent Director and Two 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 2020-21, the Board met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021. 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

At the place of





Mr. Nitin Bhandari	Chairman & Mg. Director	Promoter Director	5	Yes	NIL	NIL	
Mr. Vikas Nayyar	Director	Non-Executive Director	5	Yes	NIL	NIL	
Mr. Rajesh Kumar	Director	Non-Executive Director	5	Yes	NIL	NIL	
Mr. Surinder Kumar Kapoor	Director	Non-Executive Independent Director	5	Yes	NIL	NIL	
Mrs. Geetika Bhalla	Director	Non-Executive Independent Director	4	Yes	NIL	NIL	
Mr. Kunal Verma	Director	Non-Executive Independent Director	2	NA	NIL	NIL	

Brief Profile of Directors:

NAME OF DIRECTOR	MRS. GEETIKA BHALLA (INDEPENDENT DIRECTOR)	MR. NITIN BHANDARI (CHAIRMAN & MG. DIRECTOR)	MR. VIKAS NAYAR (NON-EXECUTIVE DIRECTOR)	MR. SURINDER KUMAR KAPOOR (INDEPENDENT DIRECTOR)	MR. RAJESH KUMAR (NON-EXECUTIVE DIRECTOR)	MR. KUNAL VERMA (INDEPENDENT DIRECTOR)
DIN	08805488	01385065	00071047	08442523	05160964	08918691
DATE OF BIRTH	29.12.1982	24.0.1983	11.10.1973	26.04.1956	20.02.1971	17.11.1997
DATE OF APPOINTMENT	18.08.2020	23.11.2009	29.10.2004	01.06.2019	17.03.2020	09.11.2020
QUALIFICATION	MA (Marketing)	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 Relations)	Graduation
SHAREHOLDING IN THE COMPANY	NIL	25178300 (17.18%)	NIL	NIL	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS OF THE COMPANY	NIL	NIL	NIL	NIL	NIL	NIL
DIRECTORSHIP/ CHAIRMANSHIP IN OTHER PUBLIC COMPANIES	NONE	NONE	NONE	NONE	NONE	NONE
MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF BOARD OF OTHER COMPANIES	NIL	NIL	NIL	NIL	NIL	NIL



EXPERTISE	Mrs. Geetika Bhalia aged 39 years has done her MBA in marketing. She has vast experience of 15 years in the field of marketing and finance. Also she has work experience in field of industrial relations and human resource management.	Mr. Nitin Bhandari aged 36 years has done Master of Business Administration 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 20 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 64 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 50 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 skills shall be of value for the management of the Company.	Mr. Kunal Verma a qualified person, an entrepreneur and having good knowledge of day to day business operations.
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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;

Nitin Bhandari





- 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 Judgment, 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.

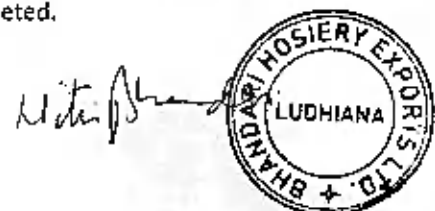
INDEPENDENT DIRECTORS' MEETING:

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 09.11.2020 and 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 2020-21 has been completed.





CODE OF CONDUCT:

The Board of Directors of the Company has 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, 2021 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, 2021. 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 2020-21 The Audit Committee consisted of 3 directors as under:

- | | | |
|------------------------------|---|---|
| 1. Mr. Surinder Kumar Kapoor | - | Chairman (Non-Executive and independent Director) |
| 2. Mrs. Geetika Bhalla | - | Member (Non-Executive and independent Director)" |
| 3. Mr. 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, 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 Company Secretary of the Company is Secretary of this Committee and is the Compliance Officer of the Company. During the year 2020-21, the Stakeholders Relationship Committee met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021 which were attended by all the Members respectively.



*Mrs. Geetika Bhalla appointed w.e.f. 18.03.2020.

Note: Mr. Rajesh Kumar was appointed as interim member of Audit Committee after the resignation of Mrs. Vibha Sharma w.e.f. 17.03.2020. Further in the board meeting held on 18.08.2020 Audit Committee was re-constituted with the appointment of Mrs. Geetika Bhalla as member in place of Mr. Rajesh Kumar.

(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 consists of following Directors:

- | | |
|------------------------------|--|
| 1. Mr. Vikas Nayar | Chairman (Non-Executive Director) |
| 2. Mr. 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 2020-21, the Stakeholders Relationship Committee met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021 which were attended by all the Members respectively.

During the financial year, the Company had not received any complaint. The Company's complaint redressal systems are in order. There is no pendency in respect of shares received for transfer during the year 2020-21. The Company has designated E-mail 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 2020-21 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. Geetika Bhalla | -Member/ Non Executive & Independent Director* |
| 3. Mr. Vikas Nayar | -Member/Non Executive Director |
| 4. Mr. Nitin Bhandari | -Member/Executive Director |

The Company Secretary of the Company is Secretary of this Committee and is the Compliance Officer of the Company. During the year 2020-21, the Stakeholders Relationship Committee met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021 which were attended by all the Members respectively.

*Mrs. Geetika Bhalla appointed w.e.f. 18.08.2020.

Mr. Rajesh Kumar was appointed as interim member of Audit Committee after the resignation of Mrs. Vibha Sharma w.e.f. 17.03.2020. Further in the board meeting held on 18.08.2020 Nomination and Remuneration Committee was re-constituted with the appointment of Mrs. Geetika Bhalla as member in place of Mr. Rajesh Kumar.

Nitin Bhandari





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 2020-21, 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 2020-21. 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 :

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

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 2020-21 three Meetings of CSR Committee were held on 18.08.2020, 09.11.2020 and 13.02.2021 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.

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 21.11.2023. The Board of Directors, have, in their Meeting, held on 18.08.2020 re-appointed him as Chairman & Mg. Director of the Company at remuneration of Rs. 4 (four) lacs per month, for a period of 3 year w.e.f. 22.11.2020 as recommended by Nomination and Remuneration Committee, along with approval of Members at the 27th Annual 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 2020-21, 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 lakhs) 2020-21	Total (Amt. in lakhs) 2019-20
			(4)	(5)
(1)	(2)	(3)		
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	165.72	467.81
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	345.33	306.03
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	0	782.35
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	1112.61	75.52
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Anthrilo Design House	46.56	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 Textiles Mills	0	28.08
		Pic		
Reimbursement of Expenses	Nitin Bhandari and his Relatives	Tikanl Exports Limited	43.69	10.32
Closing bal of Loan from Mr. Nitin Bbandari, Mg. Director	Nitin Bhandari and his Relatives	Sr. 1 to 4 at point B above	909.00	909.00

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.

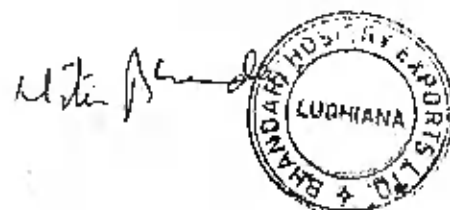
B. DISCLOSURES

- During the financial year ended 31st March, 2021 there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- During the year non compliance in connection to Regulation 17(1) and Regulation 18 and Regulation 19 was complied with appointment of Mr. Kunal Verma and Mrs. Geetika Bhalla on 09.11.2020 and 18.08.2020 respectively. The BSE had levied fine of Rs. 11,90,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with BSE. The NSE had levied fine of Rs. 12,52,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with NSE. Both the stock exchanges have not intimated its decision on the subject yet, till the date of the Director's Report 2021.
- The Company has announced Whistle Blower policy. All the personnel of the company have the access to the Audit Committee.
- The Company has complied with the mandatory requirements of the Listing Regulation.
- The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.
- 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.
- 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.
- During the financial year ended 31st March, 2021 the company did not engage in commodity hedging activities.

C. COMPLIANCE

- There has been no instance of non-compliance of any requirement of Corporate Governance Report.
- 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.
- 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 2020-21.

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 31.03.2021

a. SHARES

1. Mr. Vikas Nayyar	Nil
2. Mr. Rajesh Kumar	Nil

b. CONVERTIBLE INSTRUMENTS

There are no outstanding convertible Instruments as at 31.03.2021.

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 2020-21, 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 2020-21, 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:

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Meeting	Day	Date	Time	Venue	No. of Special Resolutions
27 th AGM	Monday	28.09.2020	9.30 A.M.	Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007 (Pb.)	2
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

- (ii) No Extra Ordinary General Meetings were held during the financial year 2020-21.
- (iii) Number of resolutions passed through postal ballot during the financial year 2020-21 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, 2021.

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 (ATRS) 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. 28th ANNUAL GENERAL MEETING

DATE : 30.09.2021
TIME : 9.30 A.M.
DAY : Thursday
VENUE : Regd. Office At Bhandari House, Village Meharban, Rahon Road, Ludhiana- 141007 PB. INDIA

B. FINANCIAL CALENDAR 2021-22 (TENTATIVE)

FIRST QUARTER RESULTS : MIDDLE OF AUGUST, 2021
SECOND QUARTER RESULTS : MIDDLE OF NOVEMBER, 2021
THIRD QUARTER RESULTS : MIDDLE OF FEBRUARY, 2022
FOURTH QUARTER RESULTS AND YEARLY : MIDDLE OF MAY, 2022
ANNUAL ACCOUNTS/NOTICE : AUGUST, 2022

- C. 1. BOOK CLOSURE DATES : 24.09.2021 TO 30.09.2021 (BOTH DAYS INCLUSIVE)
2. CUT OFF DATE : 23.09.2021
3. LAST DATE OF RECEIVING PROXY : 28.09.2021





4. E-VOTING START DATE : MONDAY, THE 27TH SEPTEMBER, 2021 (9.00 A.M.)
5. E-VOTING END DATE : WEDNESDAY, THE 29TH SEPTEMBER, 2021 (5.00 P.M.)

D. FINAL DIVIDEND PAYMENT DATE :

Dividend, if any, declared in the next AGM will be paid on or after 30th September, 2021 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:

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

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

The Company has duly paid the Listing fees to the aforesaid Stock Exchanges upto Financial Year 2021-22.

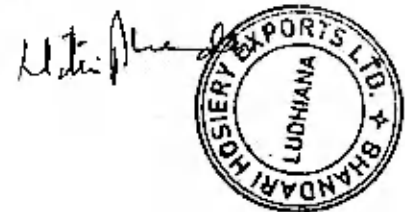
F. STOCK MARKET DATA

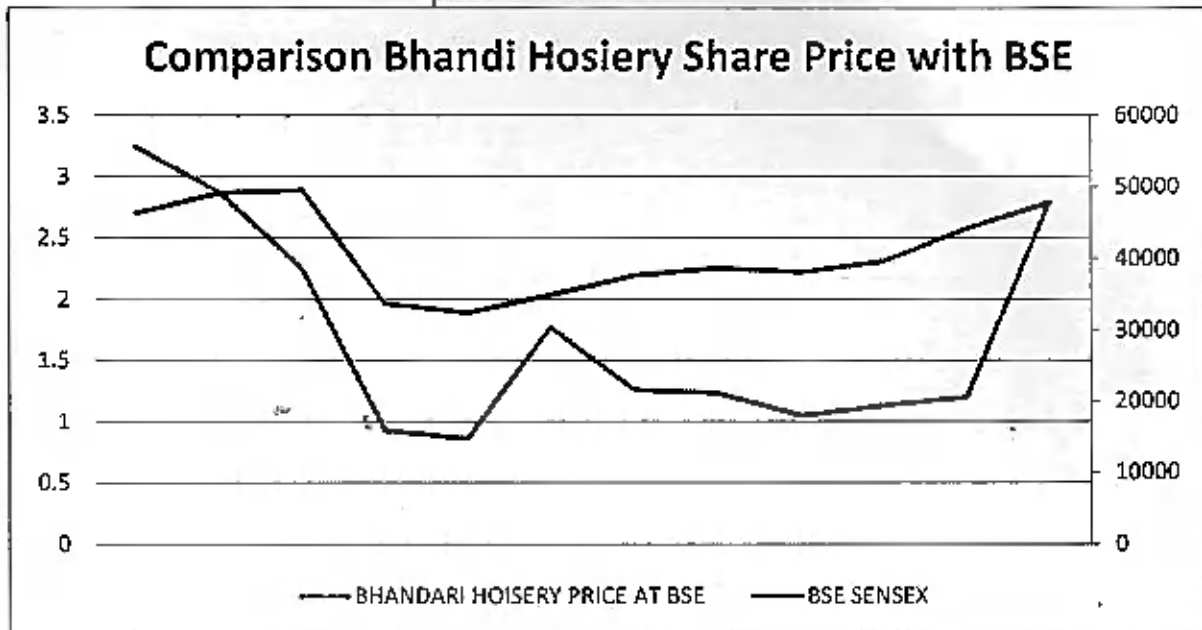
The month wise highest, lowest and closing stock prices vis a vis BSE SENSEX during the financial year 2019-20 are given below:

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-20	1.12	0.7	0.93	33887.25	27500.79	33717.62	1.10	0.70	0.95	9,889.05	8,653.90	9,859.90
May-20	0.99	0.83	0.86	32845.48	29968.45	32424.1	0.95	0.80	0.85	9598.85	8,806.75	9580.30
Jun-20	1.87	0.85	1.77	35706.55	32348.1	34915.8	1.75	0.85	1.75	10553.15	9,544.35	10302.10
Jul-20	1.8	1.12	1.26	38617.03	34927.2	37606.89	1.80	1.10	1.25	11341.40	10299.60	11073.45
Aug-20	1.39	1.19	1.23	40010.17	36911.23	38628.29	1.40	1.20	1.25	11794.25	10882.25	11387.50
Sep-20	1.25	0.99	1.05	39359.51	36495.98	38067.93	1.25	1.00	1.05	11618.10	10790.20	11247.55
Oct-20	1.3	1.00	1.13	41048.05	38410.2	39614.07	1.25	1.00	1.10	12025.45	11347.05	11642.40
Nov-20	1.25	1.05	1.20	44825.37	39334.92	44149.72	1.25	1.00	1.20	13145.85	11557.40	12968.95
Dec-20	2.79	1.2	2.79	47896.97	44118.1	47751.33	2.65	1.20	2.65	14024.85	12962.80	13981.75
Jan-21	4.78	2.77	3.24	50184.01	46160.46	46285.77	4.65	2.70	3.25	14753.55	13596.75	13634.60
Feb-21	3.32	2.38	2.87	52516.76	46433.65	49099.99	3.25	2.35	2.85	15431.75	13661.75	14529.15
Mar-21	3.00	2.18	2.25	51821.84	48236.35	49509.15	2.95	2.15	2.25	15336.30	14264.40	14690.10

BHANDARI SHARE PRICE

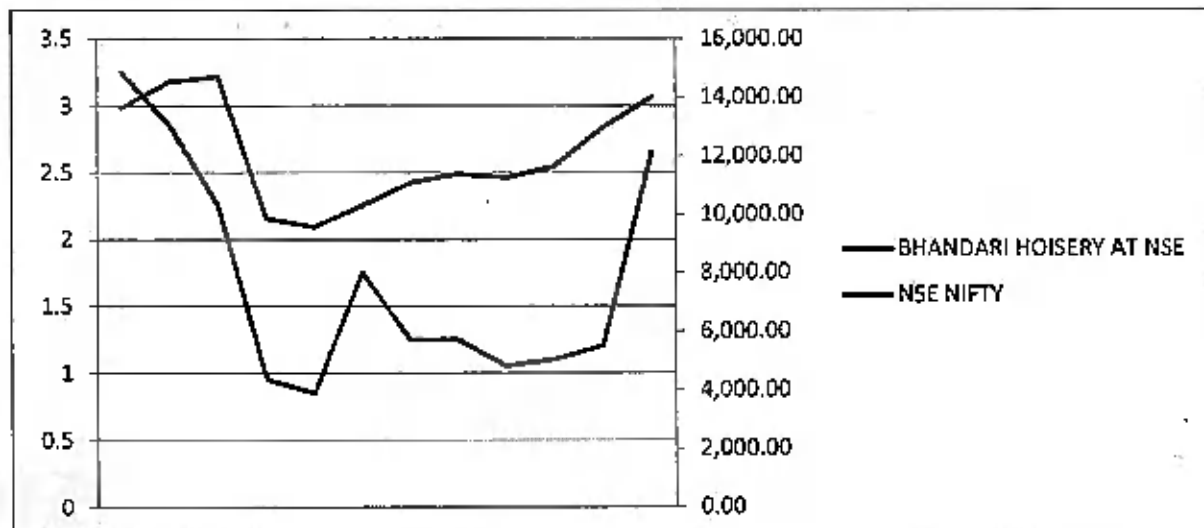
SENSEX





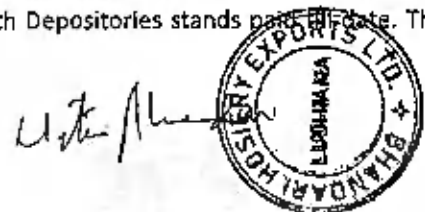
BHANDARI SHARE PRICE

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. de-materialization 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 Stakeholder's 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 31.03.2021

J.

Sr. No.	Shares Range			Number of Holders	% of Total Holders	No. of Shares	% of Shares
1	1	to	500	6630	38.3769	1154635	0.7880
2	501	to	1000	2464	14.2626	2247559	1.5339
3	1001	to	2000	4124	23.8713	6118352	4.1756
4	2001	to	3000	878	5.0822	2372997	1.6195
5	3001	to	4000	379	2.1938	1418787	0.9683
6	4001	to	5000	763	4.4165	3690139	2.5184
7	5001	to	10000	1011	5.852	8237651	5.6219
8	10001	to	Above 10001	1027	5.9447	121286830	82.7744
Total				17276	100.00	146526950	100.00

K. 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.

L. SHAREHOLDING PATTERN OF THE COMPANY AS ON 31.03.2021

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	3,98,194	0.27
Nationalised Bank	0	0
Private Corporate Bodies	30,41,204	2.08
Non Resident Indians	44,93,518	3.06
Central/ State Govt.	0	0
Indian Public	10,16,26,372	69.36
Clearing Members	4,14,530	0.28
GRAND TOTAL	146,526,950	100.00

M. SHAREHOLDING OF DIRECTORS AS ON 31.03.2021





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 31.03.2021	
Mr. Nitin Bhandari	25178300	(17.18%)
Mrs. Vibha Sharma	NIL	
Mr. Vikas Nayar	NIL	
Mr. Surinder Kumar Kapoor	NIL	
Mr. Rajesh Kumar	NIL	
Mr. Kunal Verma	NIL	

N. DEMATERIALISATION OF SHARES:

As on 31.03.2021 approx. 97.25% shares comprising 14,25,07,850 equity shares were dematerialized.

O. COMPLIANCE OFFICER:

Mr. Daljeet Singh, Company Secretary, Phones +91-88720-16434, Fax 0161-2890394, Email: cs@bhandariexport.com; investor@bhandariexport.com

P. CHAIRMAN & MG. DIRECTOR:

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

Q. CHIEF FINANCIAL OFFICER (CFO):

Mr. Manoj Kumar, Phones 88720-16410.

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

S. GREEN INITIATIVE

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.

T. 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. 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 then 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.

U. OUTSTANDING GDRS/ADRS/WARRANTS

The company has not issued GDRs/ ADRs/Warrants as of March 31, 2021.

V. PLANT LOCATIONS:

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

V. ADDRESS FOR CORRESPONDENCE:





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

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, 2021 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 and on behalf of the Board of Directors
Bhandari Hosiery exports Limited

Sd/-

(Nitin Bhandari)

Chairman & Managing Director

Place: Ludhiana

Date: 14.08.2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members,

Bhandari Hosiery Exports Limited,

Ludhiana

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bhandari Hosiery Exports Limited having CIN: L17115PB1993PLC013930 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of Issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary, the explanations





furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31st 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	DIN
1.	Shri Nitin Bhandari	01385065
2.	Shri Vikas Nayyar	00071047
3.	Mr. Surinder Kumar Kapoor	08442523
4.	Mr. Rajesh Kumar	05160964
5.	Ms. Geetika Bhalla	08805488
6.	Mr. Kunal Verma	08918691

Ensuring the eligibility of, for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Rajeev Bhambri & Associates

Sd/-

(Rajeev Bhambri)

Proprietor

Company Secretary in whole time practice

FCS 4327

C.P. No. 9491

UDIN: F004327C000772138

Dated: 12.08.2021

Place: Ludhiana

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To

The Board of Directors,

BHANDARI HOSEIERY EXPORTS LIMITED

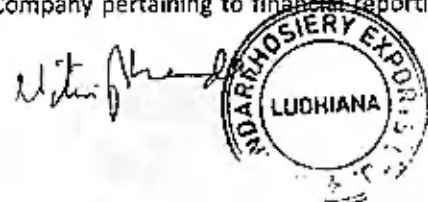
As required under the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations] read with Schedule II part B of the Listing Regulations, we hereby certify that;

(A) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief;

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with Indian accounting standards, applicable laws and regulations.

(B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

(C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and





we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to take to rectify these deficiencies; and
(D) We have indicated to the auditors and the Audit committee;

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Place: Ludhiana
Date: 14.08.2021

Nitin Bhandari
Chairman & Managing Director

Sd/-
Manoj Kumar
CFO

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
THE MEMBERS
BHANDARI HOSIERY EXPORTS LIMITED

We have examined the compliance of conditions of Corporate Governance by BHANDARI HOSIERY EXPORTS LIMITED (the Company), for the year ended on 31st March, 2021 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the BSE Limited and NSE.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the BSE Limited and NSE.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: LUDHIANA
DATE: 14.08.2021



Sd/-
(MANOJ JAIN)
Partner
M.NO.091621
UDIN: 21091621AAAAGH5738



INDEPENDENT AUDITOR'S REPORT

The Members of
BHANDARI HOSIERY EXPORTS LIMITED,
LUDHIANA.

Report on the Financial Statement

Opinion

We have audited the accompanying Ind AS financial statements of **BHANDARI HOSIERY EXPORTS LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, including other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note No.2.3(C) to the Ind AS financial statement, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. The actual results may differ from such estimates depending on future developments. Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our Auditor's Report thereon.

Our opinion on Ind AS financial statements does not cover other information and we do not express any form of assurance conclusion thereon.

Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles



generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Handwritten signature





We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, Statement of Profit and Loss including other comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts;

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) on the basis of written representation received from the directors as on March 31st 2021, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st 2021, from being appointed as a director in terms of Section 164(2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure 2 to this report.

(g) In our opinion the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

(h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:-

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any.

ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.

PLACE: LUDHIANA
DATE: 23.06.2021



Signature

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-

(MANOJ JAIN)

Partner

M.NO.091621

UDIN: 21091621AAAAFK6895



The Annexure 1 of the Independent Auditor's Report of even date on the financial statements of BHANDARI HOSIERY EXPORTS LIMITED

Report on the Companies (Auditor's Report) Order, 2016 ('the Order') under sub-section (11) of section 143 of the Act

On the basis of such checks, as, we considered appropriate, and, according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a regular programme of physical verification of the fixed assets at reasonable intervals. In accordance with this programme, certain fixed assets were verified during the year, and, no material discrepancies were noticed on such verification.
(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
2. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly the provisions of clause 3 (iii) (a) (b) (c) of the Order are not applicable to the Company and hence not commented upon.
4. According to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which provision under Section 185 and 186 of the Companies Act, 2013. Therefore, the provision of clause 3(iv) is not applicable to the Company.
5. The Company has not accepted any deposits from the public. Therefore, the provisions of Clause 3(v) of the order are not applicable to the Company.
6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of products, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, customs duty, cess, Goods and Service Tax and other statutory dues with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no undisputed amounts outstanding of provident fund, employees state insurance, income-tax, cess, customs duty, Goods and Service Tax.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The company has raised loans from the banks. The Company has not taken any loan either from financial institution or from the government.
9. According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including Debt instruments). Accordingly the provisions of clause 3(ix) of

Utkarsh Bhandari





the Order is not applicable to the Company. The company has raised term loans from banks for installation of the machinery.

10. Based on the audit procedure performed for purpose of reporting the true and fair view of the Ind AS financial statement and according to the information and explanation given by the management, we report that no fraud by the Company, or no material fraud on the company by officers and employees of the company has been noticed or reported during the year.

11. According to the information and explanation given by the management, the managerial remuneration has been paid / provided in accordance with the recognised appraisal mandated by the provisions of the section 197 read with Schedule V of the Companies Act, 2013.

12. In our opinion, and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provision of clause 3(xli) is not applicable to the Company.

13. According to the information and explanation given by the management, the Company's transactions with its related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and, the details have been disclosed in the Notes to Financial Statements, as required by the applicable accounting standards.

14. According to the information and explanation given to us, and on an overall examination of balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting requirement under clause 3(xiv) are not applicable to the company and hence no commented upon.

15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors, or, persons connected with him as referred to in section 192 of the Companies Act, 2013.

16. According to the information and explanations given to us, the provision of the section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: LUDHIANA

DATE: 23.06.2021

Sd/-
(MANOJ JAIN)

Partner

M.NO.091621

UDIN: 21091621AAAAFK6895





Annexure – 2 to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BHANDARI HOSIERY EXPORTS LIMITED ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of Internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide



reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Explanatory Paragraph

We also have audited, in accordance with the Indian Accounting Standards issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act, the financial statements of Company which comprise in the Balance Sheet as at March 31, 2020, and the related statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated 31.03.2021 expressed an unqualified opinion thereon.

**For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS**

PLACE: LUDHIANA

DATE: 23.06.2021

**Sd/-
(MANOJ JAIN)**

Partner

M.NO.091621

UDIN: 21091621AAAAFK6895

Manoj Jain





BHANDARI HOSIERY EXPORTS LTD.

Statement of Assets and Liabilities as on 31.03.2021

(Amt In Lacs)

Particulars	Notes	As at 31.03.2021	As at 31.03.2020
Accounting Policy	1		
Notes To Accounts	2		
ASSETS			
Non Current Assets			
Fixed Assets			
a. Property, Plant & Equipments	3	5976.71	6525.13
b. Capital Work In Progress		226.43	5.47
c. Intangible Assets		1.24	1.24
d. Financial Assets			
i. Investments		-	-
ii. Loans		-	-
iii. Other Financial Assets		-	-
e. Other Non Current Assets		-	-
f. Deferred Tax Assets		-	-
Total Non Current Assets		6204.39	6531.86
Current Assets			
a. Inventories	4	7657.59	7222.36
b. Financial Assets			
i. Investments			
ii. Trade Receivables	5	5118.44	53,31.84
iii. Cash & Cash Equivalents	6	224.89	95.97
iv. Bank Balances other than iii above			
v. Loans & Advances	7	38.13	37.04
vi Other Financial Assets			
c. Other Assets	8	1485.80	1294.33
Total Current Assets		14524.88	13981.57
TOTAL ASSETS		20729.28	20513.43
EQUITY & LIABILITIES			
EQUITY			
Equity Share Capital	9	1465.26	1465.26
Other Equity	10	6077.79	5925.55
Total Equity		7543.06	7390.82
LIABILITIES			
Non Current Liabilities			
a. Financial Liabilities			
i. Borrowings	11A	3874.64	3430.06
ii. Other Financial Liabilities			
b. Provisions			
c. Deferred Tax Liability	12	383.95	375.69
d. Other Non Current Liabilities			
Total Non Current Liabilities		4258.59	3805.76
Current Liabilities			
a. Financial Liabilities			
i. Borrowings	11B	6954.28	7065.09
ii. Trade payables	13	857.80	1099.61
iii. Other Financial Liabilities			
b. Other Current Liabilities	14	1038.57	1045.89
c. Provisions	15	76.95	106.23
d. Current tax liabilities/net			
TOTAL		8927.61	9316.84
		20729.28	20513.43

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.06.2021

See accompanying notes to the financial statements.

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

Sd/-

(Manoj Kumar)

Chief Financial Officer

sd/-

(Daljeet Singh)

Company Secretary

sd/-

(Nitin Bhandari)

Chairman & Mg. Director

23.06.2021





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

BHANDARI HOSIERY EXPORTS LTD.

Profit & Loss Account for the year ended 31.03.2021

(Amt in lacs)

Particulars	NOTE	As at 31.03.2021	As at 31.03.2020
I Revenue			
Revenue from operation	16	22579.23	27743.01
II Other Income	17	27.25	10.49
III Total Revenue		22606.49	27753.50
IV Expenses			
Cost of Material Consumed	18	17482.46	22053.38
Changes in inventory of finished goods, work in process stock in trade	19	130.55	(218.92)
Employees benefit expense	20	917.15	1019.08
Finance cost	21	1073.81	1022.61
Other Expenses	22	2250.48	2749.72
Depreciation expense	3	539.78	501.44
TOTAL		22394.25	27127.32
V Profit before exceptional and extraordinary item & tax (III-IV)		212.23	625.18
VI Exceptional items			
VII Profit before extraordinary item (V-VI)		212.23	626.18
VIII Extraordinary Items			
IX Profit before tax (VII-VIII)			
X TAX EXPENSES			
Current Income Tax/MAT		37.08	75.00
Deferred Tax		8.26	20.00
Wealth Tax			
Excess(short) Provisions Income tax of earlier years			
XI Profit/(Loss) for the period from continuing operations (IX-X)		166.89	531.18
XII Profit/(Loss) for the period from discontinuing operations (IX-X)		NIL	NIL
XIII Surplus carried over to Balance Sheet		166.89	531.18
XIV Net Profit available for Equity Shareholders		166.89	531.18
Number of equity shares (in actual figures)		146526950	146526950
XV Basic Earning per Share of Rs. 1/- each		0.11	0.36
Diluted Earning per Share of Rs. 1/- each		0.11	0.36

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.05.2021

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

Sd/-

(Manoj Kumar)

Chief Financial Officer

sd/-

(Daljeet Singh)

Company Secretary

sd/-

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385065





BHANDARI HOSIERY EXPORTS LTD.

Statement of Cash Flow statement year ended 31.03.2021 (Amt in lacs.)

CASH FLOW FROM OPERATING ACTIVITIES	As at 31.03.2021	As at 31.03.2020
Net profit before tax and extraordinary items	212.23	626.18
Adjustments for		
Depreciation after written back	539.78	501.44
Less : Other Incomes	(27.25)	(10.49)
Interest & financial expenses	1073.81	1022.61
Adjustments against Reserve & surplus	-	-
Operating profit before working capital changes	1798.57	2139.75
Adjustment for :		
Decrease / Increase (-) in debtors & receivables	20.83	(1092.84)
Decrease / Increase (-) in inventories	(435.22)	(330.63)
Increase / Decrease (-) in trade payables	(278.41)	175.82
Cash Generated from operations	1105.76	892.10
Less Interest paid	1073.81	1022.61
Less Direct tax paid	37.08	75.00
Cash flow before extraordinary items	(5.12)	(205.51)
Extra ordinary items(Provision for Dividend)/WOFF	14.65	17.68
Net cash from trading activities	(19.77)	(223.19)
CASH FROM INVESTING ACTIVITIES		
issue of fresh capital	-	-
Share premium on fresh capital	-	-
Purchase of fixed assets	(295.33)	(1766.76)
Depreciation Written Back	(21.68)	(15.22)
Sale of fixed assets	104.69	108.51
Interest received	27.25	10.49
Realisation from Investments	-	-
Net cash from investing activities	(185.06)	(1662.98)
CASH FROM FINANCING ACTIVITIES		
Increase in bank borrowing	333.76	1829.26
Repayment of short term borrowing	-	-
Repayment of unsecured loans if any	-	-
Net cash from financing activities	333.76	1829.26
Net increase or decrease in cash & cash equivalent	128.92	(56.91)
Cash & Cash equivalents (Opening Balance)	95.97	152.88
Cash & Cash equivalents (Closing Balance)	224.89	95.97

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.06.2021

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

Sd/-

(Manoj Kumar)

Chief Financial Officer

Sd/-

(Daljeet Singh)

Company Secretary

Sd/-

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385065





(RS. IN LACS)

NOTE A- PROPERTY, PLANT & EQUIPMENT FOR THE YEAR ENDED 31.03.2021										
	GROSS BLOCK as at 01.04.2020	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2021	DEPRECIATION UP TO 01.04.2020	DEPRECIATION REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2021	NET BLOCK AS AT 31.03.2021	NET BLOCK AS AT 31.03.2020
FREE HOLD LAND	37.33			37.33					37.33	37.33
BUILDING & SITE DEVELOPMENT	1693.23			1693.23	522.98		53.67	576.66	1116.57	1,170.25
TEMPORARY FITTING	9.16			9.16	9.16		0.00	9.16	-	-
PLANT & MACHINERY	7090.92	5.32	48.93	7048.30	1934.70		447.77	2382.48	4665.83	5156.21
FURNITURE & FIXTURE	70.55	0.21		70.77	70.45		0.10	70.55	0.21	0.10
OFFICE EQUIPMENT	24.55	1.08		25.63	22.06		1.48	23.54	2.09	2.48
ELECTRIC FITTING & EQUIPMENT	177.72	0.49		178.21	155.93		11.44	167.37	10.84	21.79
CAR	233.23	66.25	55.76	243.73	99.09	21.68	23.18	100.59	143.13	134.14
VEHICLES	24.15			24.15	21.32		2.13	23.44	0.70	2.83
TOTAL	9360.85	74.37	104.69	9330.53	2835.71	21.68	539.78	3353.81	5976.71	6525.14

(RS. IN LACS)

NOTE A- PROPERTY, PLANT & EQUIPMENT FOR THE YEAR ENDED 31.03.2020										
	GROSS BLOCK as at 01.04.2019	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2020	DEPRECIATION UP TO 01.04.2019	DEPRECIATION REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2020	NET BLOCK AS AT 31.03.2020	NET BLOCK AS AT 31.03.2019
FREE HOLD LAND	37.33			37.33					37.33	37.33
BUILDING & SITE DEVELOPMENT	1693.23			1693.23	469.31		53.67	522.98	1,170.25	1223.92
TEMPORARY FITTING	9.16			9.16	9.16		0.00	9.16	-	0.00
PLANT & MACHINERY	5344.63	1765.43	19.15	7090.92	1547.10	15.22	402.83	1934.70	5156.21	3797.53
FURNITURE & FIXTURE	69.45	1.10		70.55	63.84		6.61	70.45	0.10	5.61
OFFICE EQUIPMENT	24.55			24.55	21.18		0.88	22.06	2.48	3.36
ELECTRIC FITTING & EQUIPMENT	177.50			177.72	143.25		12.69	155.93	21.79	34.25
CAR	233.24			233.23	76.94		22.15	99.09	134.14	156.30
VEHICLES	24.15			24.15	18.72		2.60	21.32	2.83	5.43
TOTAL	7613.24	1766.53	19.15	9360.85	2349.50	15.22	501.44	2835.71	6525.14	5263.74





(RS. IN LACS)

NOTE B- CAPITAL WORK-IN-PROGRESS FOR THE YEAR ENDED 31.03.2021

PARTICULARS	GROSS BLOCK as at 01.04.2020	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2021	DEPRECIATION UP TO 01.04.2020	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2021	NET BLOCK AS AT 31.03.2021	NET BLOCK AS AT 31.03.2020
CAPITAL WORK IN PROGRESS	-	220.95	-	220.95	-	-	-	-	220.95-	-
WIP CESTP DEPOSIT	5.47	-	-	5.47	-	-	-	-	5.47	5.47
TOTAL	5.47	-	0.00	5.47	0.00	0.00	0.00	0.00	5.47	5.47

(RS. IN LACS)

NOTE B- CAPITAL WORK-IN-PROGRESS FOR THE YEAR ENDED 31.03.2020

PARTICULARS	GROSS BLOCK as at 01.04.2019	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2020	DEPRECIATION UP TO 01.04.2019	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2020	NET BLOCK AS AT 31.03.2020	NET BLOCK AS AT 31.03.2019
CAPITAL WORK IN PROGRESS	89.37	-	89.37	-	-	-	-	-	-	89.37
WIP CESTP DEPOSIT	5.47	-	-	5.47	-	-	-	-	5.47	5.47
TOTAL	94.84	-	92.99	5.47	0.00	0.00	0.00	0.00	5.47	98.46

(RS. IN LACS)

NOTE C- INTANGIBLE ASSETS FOR THE YEAR ENDED 31.03.2021

PARTICULARS	GROSS BLOCK as at 01.04.2020	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2021	DEPRECIATION UP TO 01.04.2020	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2021	NET BLOCK AS AT 31.03.2021	NET BLOCK AS AT 31.03.2020
INTANGIBLE ASSETS	2.21	-	-	2.21	0.96	-	-	0.96	1.25	1.25
TOTAL	2.21	-	-	2.21	0.96	-	-	0.96	1.25	1.25

(RS. IN LACS)

NOTE C- INTANGIBLE ASSETS FOR THE YEAR ENDED 31.03.2020

PARTICULARS	GROSS BLOCK as at 01.04.2019	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2020	DEPRECIATION UP TO 01.04.2019	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2020	NET BLOCK AS AT 31.03.2020	NET BLOCK AS AT 31.03.2019
INTANGIBLE ASSETS	2.21	-	-	2.21	0.96	-	-	0.96	1.25	1.25
TOTAL	2.21	-	-	2.21	0.96	-	-	0.96	1.25	1.25

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NOTE 4- INVENTORIES		As at 31.03.2021	As at 31.03.2020
	(Valued at Cost or net realisable value, whichever is lower as certified by the Management of the Company)		
	Stores and Spares (at cost)	289.55	260.87
	Raw Materials (at cost+expenses)	2520.60	1983.50
	Finished Goods & wastage (at cost or Realisable value whichever is less)	2407.95	2448.23
	Work-in-Progress (at estimated cost)	2439.47	2529.75
	TOTAL	7657.59	7222.36
Inventories: Method of Valuation			
i	Stores and Spares and raw material are valued at Cost.		
ii	Semi Finished Goods are Valued at cost of materials and labour together with relevant factory overheads or net realizable value, whichever, is less.		
iii	Finished goods are valued at cost or net realizable value, whichever is less. Cost includes materials, direct labour and allocable overheads.		
NOTE 5- TRADE RECEIVABLES		As at 31.03.2021	As at 31.03.2020
a)	Debts outstanding for a period exceeding six month from the date they are due for payment (Unsecured, Considered Goods unless otherwise stated)		
	Domestic	39.06	1,78.20
	Foreign	15.33	21.30
		54.39	1,99.51
b)	Others		
	Domestic	4796.02	5043.42
	Bad Debts (doubtful of recovery)	61.94	26.14
	Foreign	206.08	62.76
	TOTAL	5118.44	5331.84
NOTE 6- CASH & BANK BALANCES		As at 31.03.2021	As at 31.03.2020
Cash and cash equivalent			
	Cash in hand	14.70	0.47
	Balance with scheduled bank in current accounts	20.21	6.37
	Bank Deposit with original Maturity of more than 3 month	189.97	86.15
	TOTAL	224.89	92.99
NOTE 7- LOANS & ADVANCES		As at 31.03.2021	As at 31.03.2020
Loans and Advances (Unsecured, Considered Good unless otherwise stated)			
a)	Advances recoverable in cash or kind or value to be received	6.90	5.80
b)	Securities and Deposits	31.23	31.23
	TOTAL	38.13	37.04
NOTE 8- OTHER CURRENT ASSETS		As at 31.03.2021	As at 31.03.2020
	Refunds Receivable(VAT, GST, IGST, TUFF, MAT etc)	487.73	3,68.01
	Export Incentive Receivables	17.67	14.40
	Advances recoverable in cash or kind	45.36	94.21
	Choque In Hand	175.80	2.97
	Advances to suppliers for capital goods	0	1,90.95
	Advances to suppliers of raw material, stores, goods in transit	747.03	6,15.47
	Pre paid exp.	12.19	11.26
	TOTAL	1485.80	1297.31



NOTE 9- SHARE CAPITAL

PARTICULARS	As at 31.03.2021	As at 31.03.2020
I. Share Capital		
a) Authorised Capital 250,000,000 equity shares of Rs. 1/- each (Previous Year 250,000,000 equity shares of Rs. 1/- each)	2500.00	2500.00
b) Issued Share Capital 146,526,950 equity shares of Rs. 1/- each (fully paid up) (Previous Year 146,526,950 equity shares of Rs. 1/- each (fully paid up))	1465.27	1465.27
c) Subscribed & Paid up Capital 146,526,950 equity shares of Rs. 1/- each (fully paid up) (Previous Year 146,526,950 equity shares of Rs. 1/- each (fully paid up))	1465.27	1465.27
Note: The Company has one class of equity shares having a par value of Rs 1/- each as at 31st March, 2021. Each holder of equity shares is entitled to one vote per share.		

II. Reconciliation of shares outstanding at the beginning and at the end of the reporting periods

Particulars	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
At the beginning of the period (146,526,950 equity shares of Rs 1/- each)	146,526,950	146,526,950	146,526,950	146,526,950
Add: Shares Issued during the year	NIL	NIL	NIL	NIL
Less: Shares bought back during the year	NIL	NIL	NIL	NIL
Add: Other movements during the year	NIL	NIL	NIL	NIL
Outstanding at the end of the period (146,526,950 equity shares of Rs 1/- each)	146,526,950	146,526,950	146,526,950	146,526,950

III. Shares held by each share holder holding more than 5% share in the company Equity shares of Rs. 1/- each.

Name of Shareholder	31.03.2021		31.03.2020	
	No of Share	% of Holding	No of Share	% of Holding
1. NITIN BHANDARI	25,178,300	17.18	25,178,300	17.18
2. NITIKA BHANDARI	8,676,062	5.92	8,676,062	5.92

IV. Aggregate number of shares issued for consideration other than cash, bonus shares issued and shares bought back during the period of 5 years immediately preceding the reporting date.

Particulars	Year (Aggregate No. of Shares)					
	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16
EQUITY SHARES:						
Opening Balance at beginning of year -Shares of face value of Rs. 1/- each (Previous years 2014-15 and before shares of face value of Rs. 10/- each)	146,526,950	146,526,950	146,526,950	14,652,695	14,652,695	14,652,695
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL	NIL
Rights issue/FPO/Preferential issue/ Conversion of Warrants/ any other	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL/BAL. AT CLOSE OF YEAR	146,526,950	146,526,950	14,652,695	14,652,695	14,652,695	14,652,695
PREFERENCE SHARES:						
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL/BAL. AT CLOSE OF YEAR	NIL	NIL	NIL	NIL	NIL	NIL

**Bhandari Hosiery Exports Ltd.**Sustainable Innovation
Designed to Exceed Expectations

- * The company's Share Capital consists of Fully Paid Equity Share only and there are no Preference Shares or other type of capital.
- ** 45,87,500 Equity shares were issued as fully paid up shares of Rs. 10/- each at a price of Rs. 44/- per equity share pursuant to Preferential allotment to persons of public, during the year 2012-13.
- *** During the Financial Year 2015-16, each equity share of nominal face value of Rs. 10/- each was sub-divided to 10 equity shares of nominal face value of Rs. 1/- each, resulting in increase in number of equity shares from 1,46,52,695 equity shares of Rs. 10/- each to 14,65,26,950 equity shares of Rs. 1/- each.
- **** There are no outstanding warrants/securities convertible into equity shares as at 31st March 2021.

V. Terms/Rights attached to equity shares.

The company has only one class of equity shares having face value of Rs. 1/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realized value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

VI. Shares held by holding/ultimate holding company/ or their subsidiaries/associates: NIL/N.A.**NOTE 10- OTHER EQUITY (RESERVE & SURPLUS)*****(RS. IN LACS)**

PARTICULARS	As at 31.03.2021	As at 31.03.2020
Share Premium Reserves		
Opening balance	1559.75	1559.75
Addition during the year	-	-
Balance (A)	1559.75	1559.75
General Reserve		
Opening Balance	288.05	288.05
Balance carried forward (B)	288.05	288.05
Profit & Loss Account		
Balance brought forward from previous year	4077.75	3564.26
Add : Net Profit for the Current Year	166.89	531.18
Less : Dividend Paid on Equity Shares	-14.65	-14.70
Less : Earlier years amounts trfd	-0.00	-0.00
Less : Dividend Distribution Tax	0.00	-2.98
Total(C)	4229.99	4,077.76
TOTAL (A+B+C)	6077.79	5925.56

*Other Equity Statement on Next Page





(RS. IN LACS)

OTHER EQUITY DETAILED STATEMENT FOR THE YEAR ENDED 31.03.2021

	Balance at the Beginning of the reporting period	Changes in accounting policy or prior period error	Restated Balance at the Beginning of Reporting Period	Total Comprehensive Income of the year	Dividends	Transfer to Retained Earnings	Earlier years amounts transferred	Balance at the end of the Reporting period
Share application money pending allotment								
Equity Component of Compound Financial Instrument								
Capital Reserve								
Securities Premium Reserve	1,559.75							1,559.75
General Reserve	288.05							288.05
Retained Earnings	4077.75				(14.65)	166.89		4229.99
Debt Instrument Through Other Comprehensive Income								
Equity Instrument Through other Comprehensive Income								
Revaluation Surplus								
Exchange Difference on translating the financial statement								
Other Items Other Comprehensive Income								
Money received against share capital								
Total	5925.55				(14.65)	166.89		6077.79

Utkarsh





(RS. IN LACS)

OTHER EQUITY DETAILED STATEMENT FOR THE YEAR ENDED 31.03.2020

	Balance at the Beginning of the reporting period	Changes in accounting policy or prior period error	Restated Balance at the Beginning of Reporting Period	Total Comprehensive Income of the year	Dividends	Transfer to Retained Earnings	Earlier years amounts transferred	Balance at the end of the Reporting period
Share application money pending allotment								
Equity Component of Compound Financial Instrument								
Capital Reserve								
Securities Premium Reserve	1559.75							1559.75
General Reserve	288.05							288.05
Retained Earnings	3564.26				(17.63)	531.18		4077.76
Debt Instrument Through Other Comprehensive Income								
Equity Instrument Through other Comprehensive Income								
Revaluation Surplus								
Exchange Difference on translating the financial statement								
Other Items Other Comprehensive Income								
Money received against share capital								
Total	5412.06				(17.63)	531.18		5925.56

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NOTE 11- SECURED LOANS		As at 31.03.2021	As at 31.03.2020
Note 11A: Long Term Borrowings			
Term Loans			
a	S.B.I. Term Loan A/c No.34001402481 (@ 11.80%)	-	100.55
b	S.B.I. Term Loan A/C NO. 36625258268 (@11.70%)	243.96	364.47
c	Union Bank of India T/L NO.034030100007657 (@10.75%)	620.00	776.75
d	Term Loan HDFC Bank (@8.75%)	1016.65	1195.79
e	Union Bank Of India TL NO.034030100008850 (@10.75%)	28.65	32.90
f	Union Bank of India (GECL WCTL A/C 034016990000005) @7.80%	176.93	
g	SBI GECL WCTL A/c 40014721600 @7.95%	825.90	
Total (a)		2912.12	2470.49

Terms of repayment of Term Loans

- a. S.B.I. Term Loan A/C No-34001402481 stands repaid in full
- b & c. Repayment of term loans under "b & c" Rs.15.00 lacs per month for 30 month, 25 lacs for 25 months and 35 lacs for 12 months in proportion to the sanctioned amounts between SBI and AB.
- d. Repayment of term loan 60EMI starting from the October 2019 onwards
- e. Repayment in 48 EMI
- f & g. WCTL under GECL2.0 scheme is repayable in 48 EMI with moratorium of 12 months total tenure of 60 months

Security given to the banks

- * For term loans "a" to "e" of note 5 the first pari passu charge on the fixed assets is given to the lending banks under consortium on reciprocal basis. Second charge on current assets has been given to lending banks on pari passu basis.
- ** All the credit facilities are guaranteed by personal guarantee of the Managing Director. Term loans at sr. no a to e are also collaterally secured by Equitable mortgage of land and building of Bhandari Knit Exports

Financial lease Hire charges obligations		As at 31.03.2021	As at 31.03.2020
h	HDFC Vehicle loan *	53.52	50.39
i	Kotak Mahindra Bank Ltd. *	-	0.17
j	Unsecured Loans from Directors**	909.00	909.00
Total (b)		962.52	959.57
Total (a+b)		3874.64	3430.06

* Car Loans are secured by way of hypothecation of respective car to the respective banks & personal guarantee of the Managing Director

** Unsecured loans from director (Mr Nitin Bhandari) as stipulated by bank are interest free

Note 11B :Short Term borrowings		As at 31.03.2021	As at 31.03.2020
Working capital Limits			
k	S.B.I. E.P.C. (@8.15%) & SLO (@10.15%)	229.49	28.46
l	S.B.I. CCA 30729399785 (@9.15%)	4,69.48	4359.45
m	South Indian Bank Limited	1376.90	1490.08
n	HDFC Bank Limited cc Limit (@8.40%)	1178.39	1187.09
		6954.28	7065.09
GRAND TOTAL		10828.92	10495.16

Security provided to the banks , Financial institutions

a) Working capital limits (k, l, m & n of note 5) are secured by first charge on all stocks consisting of Raw Material, WIP, finished goods, stores & spares, goods with fabricators, goods in transit, stock lying on docks, book debts and all other current assets of the company both present & future.

b) Extension of charge on the entire fixed assets of the company also given to the lending bank on first pari passu basis

c) All Working capital limits are guaranteed by personal guarantee of the Managing Director.

d) Working limits (k, l, m & n) are also collaterally secured by Equitable mortgage of land and building of associate concern Tikanl Exports Limited.

e) CC and EPC Limits are repayable on demand. Present Rate of interest on these limits is EPC @ 7.55, 00 @9.15% p.a.(SBI). There is no default on repayment of interest on these accounts.



f) SLC Limit is repayable on demand. Rate of interest on this limits is 10.15% p.a. There is no default on repayment of interest in this accounts.

	As at 31.03.2021	As at 31.03.2020
NOTE 12- DEFERRED TAX LIABILITY		
<u>Deferred Tax Liability (See note 2.10 also)</u>		
Opening Balance	375.69	355.69
Add:-Provision for the year	8.26	20.00
	383.95	375.69
NOTE 13-Trade payables		
Creditors for capital goods		
Sundry creditors	857.80	1099.61
	857.80	1099.61
NOTE 14- OTHER LAIBILITIES		
Unpaid dividend	3.94	3.02
Statutory dues	29.33	74.18
Other payables	122.44	65.14
Term Loan instalments payable in one year	614.70	551.03
Advances from customers	268.14	352.50
	1038.57	1045.89
NOTE 15- PROVISIONS		
Provision for Gratuity	39.86	31.23
Provision for Income-Tax	37.08	75.00
	76.95	106.23
NOTE 16- TURNOVER		
Sales -Export	972.84	1377.91
Sales-Domestic	21606.39	26365.10
	22579.23	27743.01
NOTE 17- OTHER INCOME		
Insurance Claims Received	0.25	-
Freight Recd	19.42	5.12
Interest others	7.57	5.37
	27.25	10.49
NOTE 18- COST OF RAW MATERIAL CONSUMED		
<u>Material Consumed</u>		
Opening stock of Raw materials	1963.50	1853.68
Purchase of raw materials & semi finished goods	18019.56	22183.20
	20003.06	24036.88
Less: Closing stock of raw materials & semi finished goods	2520.60	1983.50
Material consumed	17482.46	22053.38
	17482.46	22053.38
NOTE 19- INCREASE(-) /DECREAASE(+) IN STOCK		
<u>Increase(-)/Decrease (+) in stock</u>		
Closing stock of WIP	2439.47	2529.75
Closing stock of finished goods	2407.95	2448.23
	4847.43	4977.98
Less:		
Opening stock of Work-in-Process	2529.75	2462.81
Opening stock of finished goods	2448.23	2296.23
	4977.98	4759.05
Increase(-)/Decrease (+) in stock	130.55	(218.92)



NOTE 20- EMPLOYEE BENEFIT EXPENSES	As at 31.03.2021	As at 31.03.2020
Personnel Expenses		
Director's Remuneration	43.20	31.20
Wages	535.73	604.75
Salary	251.54	282.15
Contribution to PF, ESI etc.	26.59	43.00
Worker's Welfare, Bonus, gratuity, LWW, L.T.C. etc.	60.07	57.96
TOTAL	917.15	1019.08
Retirement Benefits:		
a Short term benefits		
Short term employee benefit are charged off at the undiscounted amount in the year in which the related service is		
b Long term Post retirement		
Post retirement benefit comprise of provident fund and gratuity which are accounted for as follows;		
i Provident fund :		
This is a defined contribution plan and contribution made to the fund are charged to revenue .The Company has no		
ii Gratuity Fund		
This is a defined contribution plan . The Liability of the company is determined based on the actuarial valuation using		
iii Leave with wages		
Provisions for leave with wages is made on the basis of leave accrued to the employees		

NOTE -21 FINANCIAL EXPENSES	As at 31.03.2021	As at 31.03.2020
Bank Charges & Commission	44.19	58.18
Bank interest Term Loan	315.68	285.14
Bank Interest CC	713.93	679.28
TOTAL	1073.81	1022.61

NOTE -22 OTHER EXPENSES	As at 31.03.2021	As at 31.03.2020
Manufacturing Expenses		
Opening Stocks consumables	260.87	278.98
Consumables	177.24	238.15
Dyeing & Finishing	949.06	1204.66
Testing & Sampling	8.86	9.15
Knitting Charges / Fabrication Charges	165.77	103.43
Power & Fuel	609.61	706.04
Less Consumables closing stocks	289.55	260.87
	1881.88	2277.57
Office & Administrative Expenses		
Audit & Tax Audit Fees	1.10	0.90
Board & Audit Commt. Meeting Fees	0.50	0.55
Charity and Donation	0.04	0.22
CSR Expenses	12.33	13.50
Fee & Taxes	18.87	21.12
Insurance Charges	34.03	25.92
Legal & Professional	27.28	23.34
Loss on sale of assets	7.57	1.41
Misc. Expenses	1.19	2.98
Printing & Stationery	8.50	11.22
Rent paid for showrooms		
Telephone & Telex	3.58	3.65
Vehicle Running Expenses	1.39	1.82
Travelling & Conveyance		
-Directors (Foreign)	1.72	21.81
-Directors (Domestic)		
-Others	17.12	39.03
Repair & Maintenance		
- Building	3.90	12.94
- Electric	2.20	11.00
- General	2.46	4.33
- Machinery	15.04	20.49
- Vehicle	2.88	6.25



Bhandari Hosiery Exports Ltd.

Sustainable Innovation
Designs Fabrics Garments

Selling & Distribution Expenses		
Brokerage & Commission	10.62	21.83
Courier expenses	12.05	13.26
ECGC Premium	0.24	0.16
Export Expenses	0.51	0.10
Packing Material	52.42	63.00
Rebate & Discount (Quality Claim)	0	0.04
Rebate & Discount (Sales)	41.96	71.83
Sale Promotion & Exhibition	1.54	4.13
Shipping & Freight	87.44	75.18
	2250.48	2749.72

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.06.2021

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

Nitin Bhandari
sd/-

Sd/-

(Manoj Kumar)

Chief Financial Officer

sd/-

(Daljeet Singh)

Company Secretary

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385065

Nitin Bhandari





NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021.

NOTE 1 - CORPORATE INFORMATION

Bhandari Hosiery Exports Limited (BHEL) is a public limited Company incorporated under the provisions of Companies Act, 1956. The CIN of Company is L17115PB1993PLC013930 and Registered Office of company is situated in Punjab at Bhandari House, Village Meharban, Rahon Road, Ludhiana. The Company is listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company does not have any subsidiary Company. The Company is into Textiles and is a garment manufacturing company having vertical production facility to produce High Fashion Knitted Garments. With more than 20 years experience and state of art manufacturing facilities, BHEL manufactures garments of leading international and overseas brands and some overseas retail chains in the international market, BHEL has presence in around many countries including quality conscious markets like USA, European Union etc.

The company is engaged in manufacture of Knitted fabrics Kora and dyed and is also in the manufacture and export of knitted hosiery garments such as T- Shirts, Pullovers, Sweat Shirts, Bermudas, Polo Shirts, Track Suits, Pajamas, Lowers, Ladies Knitted Tops with embroidery and prints etc. and manufacture, processing and trading of dyed and non-dyed fabrics at domestic and international levels. The Company confirms to International standards in Human Recourses Practices and adopts Eco-friendly standards in production.

NOTE 2 - ACCOUNTING POLICIES

2.1 ACCOUNTING POLICIES

(a) Basis of Accounting:

The accounts of the Company are prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.

(b) Basis of Preparation of Financial Statements:

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards in India (Ind AS). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The company has reclassified the previous year figures in accordance with the requirements applicable in the current year wherever required.

(c) Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

(d) Revenue Recognition:

- (i) Sale is recognized on dispatch of goods and returns if any made by the parties.
- (ii) Claims and Benefits: Insurance and other claims are accounted for to the extent realized, as the ultimate collection thereof is uncertain at the time of raising the claim.
- (iii) Opening Stock, Purchases, Sales and Closing stock are stated at net value excluding VAT. Any amount payable/receivable towards VAT is shown in the Balance Sheet under the head Current Liabilities/Current Assets.

(e) Retirement Benefits:



a.	Short term benefits	Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.
b.	Long term post retirement	Post retirement benefits comprise of Provident fund and gratuity which are accounted for as follows:
i.	Provident fund	This is a defined contribution plan, and contributions made to the fund are charged to revenue. The company has no further obligation for future provident fund benefits other than monthly contribution.
ii.	Gratuity fund	This is a defined benefit plan. The liability of the company is determined based on the actuarial valuation using projected unit credit method. Actuarial gains and losses are recognized in full in the Statement of profit and loss for the period in which they occur. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as per Actuarial Valuation.
iii.	Leave with wages	Provisions for leave with wages are made on the basis of leave accrued to the employee during the year.

(f) Property, Plant & Equipments:

Property, plant and equipment are stated at cost, less accumulated depreciation. The Cost of an Item of Property, Plant and Equipment comprises:

- (a) Its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.
- (b) Any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- (c) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets specified in Schedule II to the Companies Act, 2013 except the assets costing Rs. 5000/- or below on which depreciation is charged @ 100% per annum on proportionate basis.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(g) Depreciation:

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets as specified in Schedule II of Companies Act, 2013.

**(h) Inventories:**

Stores and spares and raw material are valued at Cost. Semi Finished Goods are valued at cost of materials and labour together with relevant factory overheads or net realizable value, whichever, is less. Finished goods are valued at cost or net realizable value, whichever is less. Cost includes materials, direct labour and allocable overheads.

(i) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(j) Foreign Currency Conversion/Translation

(i) The export sales are converted at the exchange rates prevailing on the date of custom clearance of export bills. The fluctuations in the exchange rates are accounted for as and when the payment is received and the amount is credited/ debited to the respective Sale Account.

(ii) In respect of export bills remaining unrealized at the year end against which the payments received in the subsequent years the difference arising thereon is recognized as difference in exchange rates under the head misc. income/expenses.

(iii) The total sales are inclusive of export incentives and rebate & discounts received and Rebate of Rs 0/- (Previous Year Rs. 124339/-) has been shown separately under Other Expenses in Statement of Profit and Loss.

2.2 Contingent Liabilities not provided for (Rs. In Crores)

Sr. No.	Particulars	As at 31.03.2021	As at 31.03.2020
(a)	Letter of Credit outstanding	0.0	0.0
(b)	Bank Guarantee outstanding	1.24	1.24
(c)	Bill discounting with bank against Irrevocable Foreign Letter of Credit	0.00	0.00

2.3 (a) Sales taxes/ VAT/GST liability has been provided for as per the return filed. According to our view there is no other liability in addition to the liability provided but in case any additional liability arises at the time of assessment, the same shall be provided at that time.

(b) Provision for income Tax has been made in the Statement of Profit & Loss on the basis of actual tax liability under MAT as per the Income Tax Act, 1961.

(c) The Spread of COVID-19 has huge impact on the business operations of the company. Central government imposed nationwide lockdown w.e.f. 22.03.2020. Post lifting of lockdown the Company has carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position based on the internal and external sources of information and application of reasonable estimates. The Company has also performed sensitivity analysis on the assumption used and does not see any significant incremental risk to the recoverability of its assets. In pursuance to the relaxed guidelines the Company has now resumed its operations. Since the situation is continuously evolving the impact assessed in the future may be different from the estimates made as at the date of approval of these financial results. Management will continue to monitor any material change arising due to impact of the pandemic on financial and operational

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performance of the Company and take necessary actions to address the situations.

2.4 Legal cases by and against Company

There are no legal cases pending or initiated against the Company. Following cases were filed by the Company against some parties and are pending:

LIST OF CASES				
S. No.	Name of Case	Section/ Case Number	Court or Tribunal	Status
1.	CHD Chemicals Limited Vs Bhandari Hosiery Exports Limited	Arbitration 848/2018	Chandigarh District Court	Notice and Record
2.	CHD Chemicals Limited Vs Bhandari Hosiery Exports Ltd.	Arbitration 46/2018	Chandigarh High Court	Pending
3.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 1)	NIA sec 138 3575/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
4.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 2)	NIA sec 138 4475/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
5.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 3)	NIA sec 138 5729/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
6.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 4)	NIA sec 138 6611/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
7.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 5)	NIA sec 138 24268/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Argument
8.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 6)	NIA sec 138 28638/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
9.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 7)	NIA sec 138 30885/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
10.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 8)	NIA Sec 138 2603/2020	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
11.	Marvel Dyers Vs Bhandari Hosiery Exports Limited	Civil Revision Suit 5430/2019	High Court Punjab & Haryana	Pending
12.	Marvel Dyers Vs Bhandari Hosiery Exports Limited	Civil Revision Suit (Rebutal Stage) 1210/2015	Ludhiana District Court	Pending
13.	Bhandari Hosiery Exports Limited Vs. Samar Gulati	COMA/1257/2020 NIA U/s 138	Ludhiana District Court	For Appearance
14.	Bhandari Hosiery Exports Limited Vs. Samar Gulati	COMA/1258/2020 NIA U/s 138	Ludhiana District Court	For Appearance

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15.	Bhandari Hosiery Exports Ltd. Vs. Pankaj Verma	COMI/196/2019	Ludhiana District Court	For Evidence
16.	Bhandari Hosiery Exports Ltd Vs Kanti Gupta	RSA-741/2019	CHD High Court	Pending

2.5 Interest on FDRs is accounted for on accrual basis and the same has been accounted for under the head other income. Other Income also includes Rent Received.

2.6 Impairment of Assets:- An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. Impairment losses, if any, are recognized in accordance with the Accounting Standard 28 Issued in this regard by The Institute of Chartered Accountants of India.

No material Impairment of Assets has been identified by the Company and as such no provision is required as per Indian Accounting Standards Issued by the Institute of Chartered Accountants of India.

2.7 Party's balances (under Debtors, Creditors and Advances) as at the year end are subject to confirmation. However Company has a perpetual system of reconciling the accounts with its suppliers & customers during the year.

2.8 In the opinion of the Board, current assets, loans and advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet.

2.9 Segment Reporting

The Company is mainly engaged in the business of manufacturing of textiles consisting of fabric and garments. Considering the nature of the business and financial reporting of the company, the company has only one segment viz textiles as reportable segment. The company operates in domestic and export segment geographically. The sales for both are separately given. But due to the nature of business the assets / liabilities and expenses for these activities cannot be bifurcated separately. Domestic Sales consists sales made in different parts of India. Export Sales consists exports made to Germany, USA, U.K., Dubai and other countries of European Union (EU). The Export sales and Domestic sales are as under:

Particulars	2020-21 (Rs. in lacs)	2020-21 (Rs. in lacs)
Export sales	972.84	1377.91
Domestic sales	21606.39	26365.10
Total	22579.23	27743.01

2.10 Investments

Particulars	2020-21	2019-20
Investment in shares, etc.	Nil	Nil

2.11 Auditor's Remuneration

Particulars	Amt in Rs. 2020-21	Amt in Rs. 2020-21
Statutory Audit fee	60,000	55,000
Tax audit Fee	20,000	15,000
Limited Review Report	30,000	20,000
Reimbursement of expenses	--	--
Total	1,10,000	90,000

2.12 Deferred Tax Liability

As per requirements of the Indian Accounting standard, the company has created deferred tax liability for the year



of Rs. 20,00,000/- (previous year 16,25,000/-) which consists of the following:

(Amt in Rs.)

PARTICULARS	At the beginning of the Year	Charged during the year	At the close of year
Timing Difference on account of			
-Depreciation	37569391	826000	38395391
-Others	0	0	0
-Net Deferred Tax Liability	37569391	826000	38395391

2.13 Micro, Small and Medium Industries:-

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under (the credit period with MSME supplier are mutually agreed upon):

(Amt in lacs)

Particulars	2020-21
Principal amount remaining unpaid to any supplier as at the end of accounting year	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-
The amount of interest paid along with amt. of the payment made to the supplier beyond appointed day	-
The amount of interest due and payable for the year	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-

2.14 Related Party Disclosure

Detail of disclosures as required by Indian Accounting Standard on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as under: -

A. Related parties with whom transactions have taken place during the year 2020-21.

a. Key Managerial Personnel:

1. Mr. Nitin Bhandari, Chairman cum Managing Director
2. Mr. Manoj Kumar, CFO
3. Mr. Arpit Jain Company Secretary (Resigned w.e.f. 01.10.2020)
4. Mr. Daljeet Singh Company Secretary (Appointed w.e.f. 09.11.2020)

b. Relatives of Key Managerial Personnel

1. Mr. Naresh Bhandari (Father of Mr. Nitin Bhandari, Chairman cum Managing Director)
2. Ms. Kusum Bhandari (Mother of Mr. Nitin Bhandari, Chairman cum Managing Director)
3. Ms. Aditi Bhandari (Wife of Mr. Nitin Bhandari, Chairman cum Managing Director)
4. Ms. Nitika Bhandari (Sister of Mr. Nitin Bhandari, Chairman cum Managing Director)

Nature of Transactions	Total Amount (in lakhs) 2020-21	Total Amount (in lakhs) 2019-20
Remuneration / Salary paid to Key Managerial Personnel	52.42	42.04
Remuneration / Salary paid to Relatives of Key Managerial Personnel being employees	23.16	25.28

Nitin Bhandari





B. Enterprise owned or significantly influenced by key management personnel or their relatives:

1. Tikani Exports Limited
2. Miracle Clothing Company
3. TBD Trading Company
4. Anthrillo Design House
5. Amaira Textiles Mills Plc

Transactions with Related Parties:

Nature of Transactions	Key Management Personnel having relation with Related Party	Enterprises over which KMP is able to exercise significant influence	Total (Amt. in lakhs)	Total (Amt. in lakhs)
			2020-21	2019-20
(1)	(2)	(3)	(4)	(5)
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	165.72	467.81
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	345.33	306.03
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	0	782.35
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	1112.61	75.52
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Anthrillo Design House	46.56	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 Textiles Mills Plc	0	28.08
Reimbursement of Expenses	Nitin Bhandari and his Relatives	Tikani Exports Limited	43.69	10.32
Closing bal of Loan from Mr. Nitin Bhandari, Mg. Director	Nitin Bhandari and his Relatives	Sr. 1 to 4 at point B above	909.00	909.00

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

*All the transactions with related parties have been made in ordinary course of business and at Arm's length basis.

2.15 Earning per share

The calculation of Earning Per Share (EPS) as disclosed in the Statement of profit and loss has been made in accordance with Ind AS- 33 on "Earnings Per Share". The following is the reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	No. shares 2020-21	No. shares 2019-20
Issued equity shares	146526950	146526950
Number of Shares at the end of the year	146526950	146526950
Weighted average shares outstanding	146526950	146526950



Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Amt in lacs (2020-21)	Amt in lacs (2019-20)
Profit and loss after tax	166.89	531.18
Basic Earnings per share (B/A)	0.11	0.36
Basic Earnings per share (B/A)	0.11	0.36

2.16 Leases

There are no such rental/ lease agreements entered into by the Company which require disclosure under IndAS-116.

2.17 Additional Information

a	Value of Imports Calculated on C.I.F. Basis	31.03.2021 (RS.)	31.03.2020 (RS.)
(i)	Raw Material	Nil	Nil
(ii)	Stores, Spares, Needles, Labels,	2,447,415	2,596,215
	Packing Material, Leather goods etc.		
(iii)	Capital goods	87,429,786	87,429,786
b	Expenditure in Foreign Currency		
(a)	Travelling and Conveyance	1,681,145	5,525,703
(b)	Quality claim, rebate & discount etc.	0	4,795
c	Foreign Exchange Earnings		
(a)	FOB Value of Exports	97,284,295	137,791,120
d	The Value of Consumption of Raw Materials and Stores		

Particulars	Year ended	Raw Material	%	Stores	%
	31st March				
a) Imported	2021	NIL	NIL	2,447,415	16.35
b) Indigenous	2021	1,800,956,998	100	12,528,539	83.65
c) Imported	2020	NIL	NIL	2,596,215	11.96
d) Indigenous	2020	2,205,338,791	100	19,754,568	88.04

2.18 Previous year's figures have been recast/ regrouped wherever necessary to make them comparable with the current year's figures.

2.19 Note 1 to 23 form an integral part of the financial statement.

2.20 Details of Crypto Currency or Virtual Currency:-

The Company has not traded or Invested in Crypto currency or Virtual Currency during the financial year 2020-21.

2.21 Details of Corporate Social Responsibility (CSR)

The Company is covered under section 135 of The Companies act, 2013. Provisions of CSR are applicable on the company, following are the details of amount spend on CSR activities:

Sr. No.	Particulars	Amount (Rs)
---------	-------------	-------------

Handwritten signature
BHANDARI HOSEIERY LTD.
LUDHIANA



a.	amount required to be spent by the company during the year	12.32
b.	amount of expenditure incurred	12.33
c.	shortfall at the end of the year	Nil
d.	total of previous years shortfall	N.A.
e.	reason for shortfall	N.A.
f.	nature of CSR activities (promoting education)	
g.	details of related party transactions, e., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	
h.	where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	

For KRISHAN GOEL & ASSOCIATES
FRN : 009607N
Chartered Accountants

sd/-
(Manoj Jain)
Partner
Membership No. 091621
Place : Ludhiana
Date : 23.06.2021

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

Sd/- Sd/- Sd/-
(Manoj Kumar) (Daljeet Singh) (Nitin Bhandari)
Chief Financial Officer Company Secretary Chairman & Mg. Director
DIN : 01385065





Bhandari Hosiery Exports Ltd.
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BHANDARI HOSIERY EXPORTS LIMITED

REGO. 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 (v)	
		For	Against
	Ordinary Business		
1	Adoption of Audited Balance Sheet as at 31 st 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

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.

Affix
Revenue
Stamp
here

Handwritten signature





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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.

Udit Bhandari



ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING OF

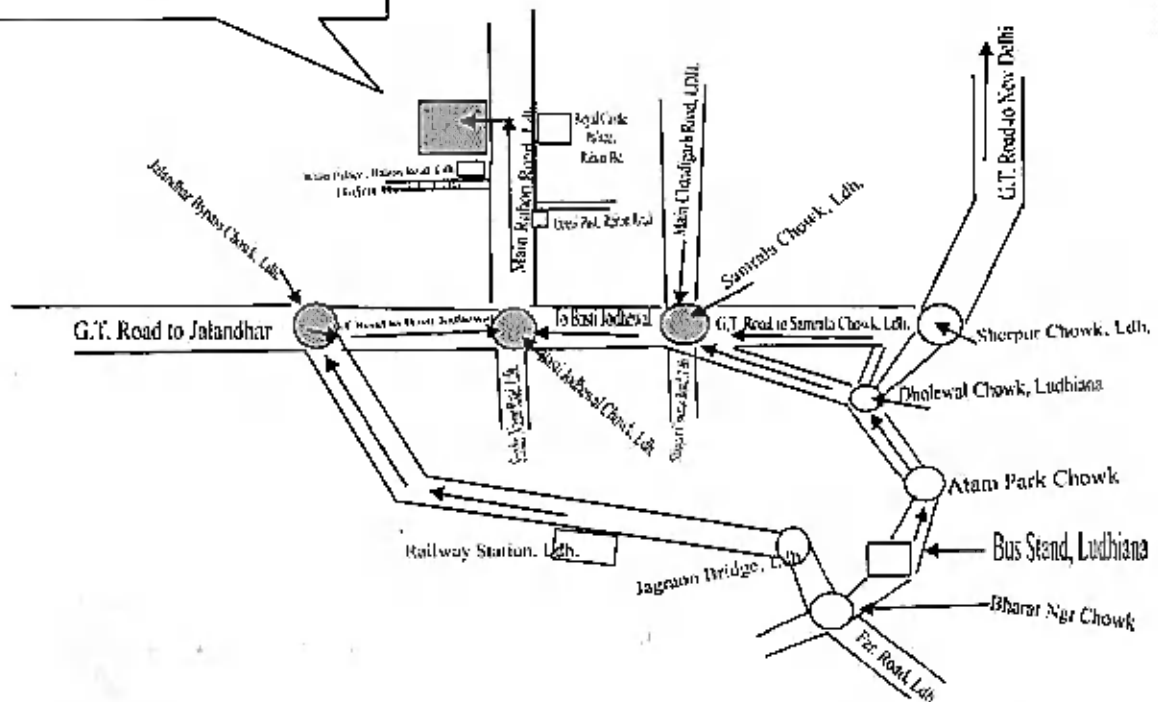
BHANDARI HOSIERY EXPORTS LIMITED

REGD. OFF: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 PUNJAB CIN:

L17115PB1993PLC013930

The 26th Annual General Meeting of the Members of the Company to be held on Saturday, the 28th day of September, 2019 at 9.10 A.M. at the Registered Office of the Company

Bhandari Hoslery Exports Limited



Udita Prasad

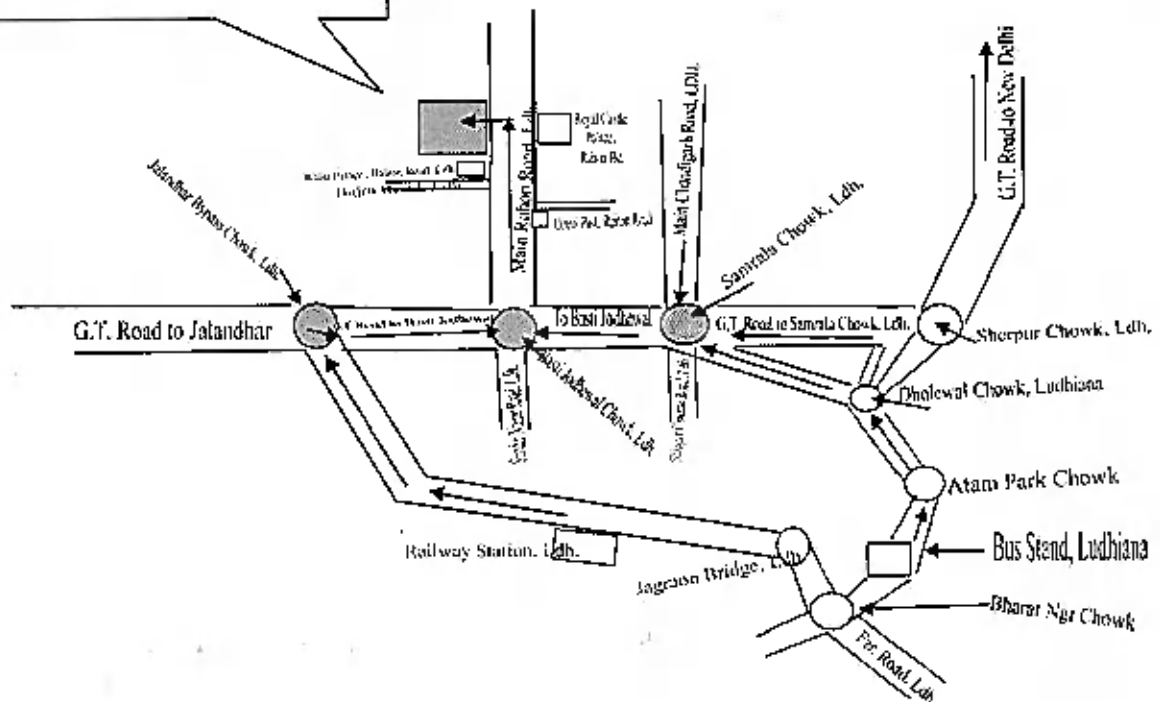


**ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING OF
BHANDARI HOSIERY EXPORTS LIMITED**

REGD. OFF: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 PUNJAB CIN:
L17115PB1993PLC013930

The 26th Annual General Meeting of the Members of the Company to be held on Saturday, the 28th day of
September, 2019 at 9.10 A.M. at the Registered Office of the Company

Bhandari Hosliery Exports Limited



Ustaf P. S. S. S.





Bhandari Hosiery Exports Ltd.

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CORPORATE OFFICE

Bhandari House, Village Meharban,
Rahon Road, Punjab
Ludhiana-141007 (India)

Udit Bhandari



KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



S.C.O. : 17-18-B, GURDWARA SHAHEEDAN
PHERUMAN MARKET, G.T. ROAD,
OPP. MANJU CINEMA, LUDHIANA - 141 003.
PHONE : 0161-2543069, 5029217
E-mail : krishangoelassociates@yahoo.in

ANNEXURE V

Auditor's Certificate

To,
The Board of Directors,
Bhandari Hosiery Exports Limited,
Bhandari House, Village Meharban
Rahon Road, Ludhiana-141007.

We, the statutory auditors of Bhandari Hosiery Exports Limited, have examined the proposed accounting treatment specified in clause 4 of the Draft Scheme of Merger between Bhandari Hosiery Exports Limited and Tikani Exports Limited in terms of the provisions of section 230 to 232 of Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.



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This Certificate is issued at the request of the Bhandari Hosiery Exports Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Ltd. This Certificate should not be used for any other purpose without our prior written consent.

For Krishan Goel & Associates
Chartered Accountants
Firm Registration No.: 009607N



(Manoj Jain)
Partner

Membership Number: 091621

Place: Ludhiana

Date: 11.09.2021

UDIN: 21091621AAAAGZ2846

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Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

Date: 03/09/2021

ANNEXURE V

Auditor's certificate

To,
The Board of Directors,
Tikani Exports Limited,
KH# 400/413, Bhandari House, Village
Meharban Rahon Road, Ludhiana-141007.

We, the statutory auditors of Tikani Exports Limited, have examined the proposed accounting treatment specified in clause 4 of the Draft Scheme of Merger between Bhandari Hosiery Exports Limited with and into Tikani Exports Limited in terms of the provisions of section 230 to 232 of Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Tikani Exports Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Ltd. This Certificate should not be used for any other purpose without our prior written consent.

Address: SCO 15-16, 3rd Floor, Jandu Tower, G.T. Road, Ludhiana – 141003, Punjab
Contact: - (M) 98140-77789, 85569-02020 (O) 0161-4667789
Email – ca.vipanaggarwal@gmail.com, varun@cavarunaggarwal.in

Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

For Vipan Kumar Aggarwal & Co.,
Chartered Accountants,
(Registration No. 007245N)



(Vipan Kumar)

(Partner)

Membership No. 081198

UDIN: 21081198AAAAFQ5976

Address: SCO 15-16, 3rd Floor, Jandu Tower, G.T. Road, Ludhiana – 141003, Punjab
Contact: - (M) 98140-77789, 85569-02020 (O) 0161-4667789
Email – ca.vipanaggarwal@gmail.com, varun@cavarunaggarwal.in



Bhandari Hosiery Exports Ltd.

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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)

Annexure VI

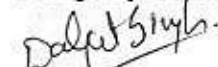
Compliance Report

[to be submitted along with the draft scheme]

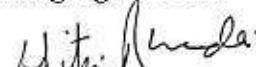
It is hereby certified that the revised draft Scheme of Arrangement involving Bhandari Hosiery Exports Ltd and Tikani Exports Limited does not, in any way violate, over ride or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular (SEBI/HO/CFD/DIL1/CIR/P/2020/249), including the following Regulations:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

Company Secretary


Daljeet Singh

Managing Director

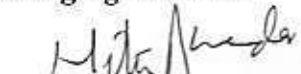

Nitin Bhandari

Certified that the transactions/accounting treatment provided in the draft Scheme of Arrangement involving (Name of the entities) is in compliance with all the Accounting Standards applicable to a listed entity.

Chief Financial Officer


Misha Gupta

Managing Director


Nitin Bhandari

Date: 31/08/2021

Place: Ludhiana



Bhandari Hosiery Exports Ltd.

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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)

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF BHANDARI HOSIERY EXPORTS LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT AND MERGER OF TIKANI EXPORTS LIMITED WITH BHANDARI HOSIERY EXPORTS LIMITED IN ITS MEETING OF COMMITTEE OF INDEPENDENT DIRECTORS HELD ON 30TH DAY OF AUGUST, 2021 AT REGISTERED OFFICE OF THE COMPANY COMMENCED AT 12:30 PM AND CONCLUDED AT 01:30 PM.

PRESENT:

Sr. No.	Name	Designation/Position	Mode of Presence Physical/Electronic
1	Sh. Surinder Kumar Kapoor	Chairperson of Meeting/Independent Director	Physically Present
2	Smt. Geetika Bhalla	Non Executive Independent Director/Member	Physically Present
3	Sh. Kunal Verma	Non Executive Independent Director/Member	Physically Present

1. Background:

1.1 Bhandari Hosiery Exports Limited ("Company") is a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office Bhandari House, Village Meharban, Rahon Road, Ludhiana. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited (together the "Stock Exchanges").

1.2 Tikani Exports Limited, Company (Transferor Company) is a public limited company incorporated under the Companies Act, 2013 having its registered office at KH400/413 Bhandari House, Village Meharban, Rahon Road Ludhiana 141007. The Transferor Company is not listed on any stock exchange in India or abroad.

1.3. A meeting of the Independent Directors of the Company was held on August 30, 2021 to consider and recommend to the Board the revised draft Scheme of Arrangement and Merger of Tikani Exports Limited with Bhandari Hosiery Exports Limited under provisions of Section 230 to 234 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the Scheme").

1.4 The recommendation of Committee of Independent Directors is made in compliance with clause No. 2 (i) of Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249, dated December 22, 2020 dealing with Schemes of arrangement involving listed companies, issued by Securities and Exchange Board of India.

1.5 The following documents were placed for consideration of the Committee:

(a) Draft Scheme of Merger/ Arrangement

(b) Revised Equity Share Valuation Report with revised share exchange ratio dated 19th August, 2021 issued by Mr. Anil Rustgi IBBI Registered Valuer having Registration No. IBBI/RV/05/2019/12313 and the Fairness opinion dated August 28, 2021 issued by Sobhagya Capital Options Ltd., Category I Merchant Bankers issued based on the said Valuation Report.

(c) Certificate issued by Krishan Goel and Associates, Chartered Accountants, Statutory Auditors of the Company, confirming that the accounting treatment contained in the Draft Scheme is in compliance with the applicable accounting standards specified by the Central Government under Section 133 of the Companies Act, 2013 pursuant to paragraph 5 of Annexure I of the SEBI Circular.

2. Proposed Scheme:

2.1 The Committee of Independent Directors noted that the salient features of the Scheme are as under.

a. There is no cash consideration involved. Upon the Scheme of Amalgamation becoming effective, based on the Valuation Report issued by independent IBBI registered Valuer and share exchange ratio recommended therein and endorsed by the Category I Merchant banker to be Fair all the equity shareholders of the Tikani Exports Limited (Transferor Company) will be allotted equity shares in Bhandari Hosiery Exports Limited (Transferee Company) in the ratio of 2.6085515 equity shares (having face value of Re. One each) in Bhandari Hosiery Exports Limited for one equity share (having face value of Rs. 10/- each) of Tikani Exports Limited Bhandari Hosiery Exports Limited.

b. "Appointed Date" means 1 April, 2022 or such other date as may be determined by the Board of the Transferor Company and the Transferee Company or such other date as may be approved by the Hon'ble NCLT of Chandigarh (Chandigarh Bench).

c. "Effective date" means the last of the dates on which the certified copy of the order of the Hon'ble NCLT of Chandigarh is filed with the Registrar of companies of Chandigarh, by Transferor Company and Transferee Company. Any reference in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the schemes" shall mean and refer to the Effective Date.


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3. Recommendation of the Committee of Independent Directors

The Committee of Independent Directors after due deliberations and consideration of all the terms of the Revised Draft Scheme, the Share Valuation Report and the Fairness Opinion recommends the draft Scheme for favourable consideration by the Board of Directors of the Company.

Further the committee of Independent Directors also recommend that draft scheme of merger is not detrimental to the shareholders of the listed entity. The scheme has positive impact on the shareholders. As company will grow with better opportunities in larger market by cost cutting and better utilization of resources, shareholders will earn more. The scheme also ensures the stability in price of shares

**For and on behalf of Committee of Independent Directors
Bhandari Hosiery Exports Ltd.**


Sh. Surinder Kumar Kapoor
Chairman of Committee of Independent Directors

Date: 30/08/2021

Place: Ludhiana



To,
The Board of Directors
Bhandari Hosiery Exports Limited,
Bhandari House, Village Meharban,
Rahon Road, Ludhiana-141007.

Statutory Auditor's Certificate on the pricing of equity shares of Bhandari Hosiery Exports Limited ("the listed company"/ "the Transferee company") in terms of SEBI (ICDR) when the shares of a listed entity are allotted to shareholders of an unlisted entity.

1. This report is issued in accordance with the terms of our engagement with Bhandari Hosiery Exports Limited, having its registered office at Bhandari House, Village Meharban, Rahon Road, Ludhiana 141007.
2. We have been requested by the Company to certify the accompanying Statement of computation of price of equity shares of Bhandari Hosiery Exports Ltd. ("the Listed Company", Transferee company) in terms of Clause 70(1)(b) read with the Clause 76 of the Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended) ("the ICDR Regulations"). The accompanying Statement has been prepared by the Company and signed by us for identification, pursuant to the Scheme. This certificate is required by the Company for submission to the Securities and Exchange Board of India (SEBI), Stock Exchange(s) and other regulatory authorities.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring that the Company complies with the requirements of ICDR Regulations, Companies Act 2013 and Rules thereof.
5. Further, the Management of the Company is also responsible for-
 - a. Determining the relevant date, i.e. August 30, 2021 as per ICDR regulations, being the date of meeting in which Board of Directors of the Company approved the Scheme.



b. Determining the stock exchange i.e. BSE, with the highest trading volume in equity shares recorded during the twenty six (26) weeks immediately preceding the relevant date.

c. Determining that the price is not less than the higher of the following:

i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the BSE during the twenty six (26) weeks preceding the relevant date; or

ii. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the BSE during the two (2) weeks preceding the relevant date.

Auditor's Responsibility

6. It is our responsibility to provide a limited assurance as to whether the amounts mentioned in the Statement is in accordance with Clause 76(1) of the ICDR Regulations.

7. The procedures performed vary in nature and timing from and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than assurance that would have been obtained had a reasonable assurance engagement been performed.

8. With regard to the amounts mentioned in the Statement, we have performed the following procedures:

a) Downloaded the data of the "volume weighted average price" of equity shares of the Company from the official website of the BSE for the period from March 1, 2021 to August 27, 2021 and traced the weekly high and low of the volume weighted average price as mentioned in the Statement.

b) Checked the arithmetical accuracy of the volume weighted average price calculated during the twenty six (26) weeks preceding the relevant date and during the two (2) weeks preceding the relevant date.

c) Obtained and read certified true copy of the minutes of the meeting of the Board of Director held on August 30, 2021 being the date of the meeting in which the Board of Directors of the Company approved the Scheme.

9. We performed the above mentioned procedures, in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.



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9. We performed the above mentioned procedures, in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

11. Based on the procedures performed by us as referred in paragraph 8 above and according to the information and explanations given to us and based on the management representations, we are of the opinion that the minimum issue price has been determined on the basis of pricing formula prescribed under Clause (1) of regulation 76 of the ICDR Regulations.

Restriction on Use

This certificate has been issued on the request of the Company, solely for the purpose set forth in the paragraph 2 of this certificate and is not intended to and does not provide any assurance to the Company or to any other person that the price determined by the Company is or could be representative of the fair value of the equity shares. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Krishan Goel & Associates
Chartered Accountants



Manoj Jain
Partner

Membership No: 091621

Place: Ludhiana

Date: 11/09/2021

UDIN: 21091621AAAAGY1553



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

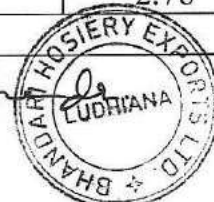
(Corporate Identification No./CIN : L17115PB1993PLC013930)

Statement of computation of price of equity shares of Bhandari Hosiery Exports Limited

A. The average of the weekly high and low of the volume weighted average price of Bhandari Hosiery Exports Limited equity shares quoted on the BSE during the twenty six (26) weeks preceding the relevant date:

Weeks	From	To	VWAP High	VWAP Low	Average of VWAP High & Low
1	01-03-2021	05-03-2021	2.88	2.69	2.78
2	08-03-2021	12-03-2021	2.79	2.63	2.71
3	15-03-2021	19-03-2021	2.57	2.44	2.50
4	22-03-2021	26-03-2021	2.40	2.23	2.31
5	30-03-2021	01-04-2021	2.36	2.20	2.28
6	05-04-2021	09-04-2021	2.34	2.21	2.27
7	12-04-2021	16-04-2021	2.19	2.07	2.13
8	19-04-2021	23-04-2021	2.17	2.07	2.12
9	26-04-2021	30-04-2021	2.43	2.28	2.35
10	03-05-2021	07-05-2021	2.43	2.31	2.37
11	10-05-2021	14-05-2021	2.56	2.38	2.47
12	17-05-2021	21-05-2021	2.62	2.45	2.53
13	24-05-2021	28-05-2021	2.65	2.54	2.59
14	31-05-2021	04-06-2021	3.02	2.84	2.93
15	07-06-2021	11-06-2021	3.04	2.93	2.98
16	14-06-2021	18-06-2021	3.51	3.35	3.43
17	21-06-2021	25-06-2021	3.96	3.76	3.86
18	28-06-2021	02-07-2021	3.47	3.37	3.42
19	05-07-2021	09-07-2021	3.96	3.75	3.85
20	12-07-2021	16-07-2021	3.96	3.77	3.86
21	19-07-2021	23-07-2021	3.76	3.53	3.64
22	26-07-2021	30-07-2021	3.50	3.28	3.39
23	02-08-2021	06-08-2021	3.46	3.22	3.34
24	09-08-2021	13-08-2021	3.23	3.01	3.12
25	16-08-2021	20-08-2021	3.10	2.92	3.01
26	23-08-2021	27-08-2021	2.97	2.78	2.87
Average Price					2.88

Nitin



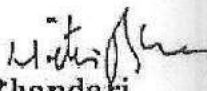
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B. The related equity shares quoted on the BSE during the two (2) weeks preceding the relevant date.

Weeks	From	To	VWAP High	VWAP Low	Average of VWAP High &Low
1	16-08-2021	20-08-2021	3.10	2.92	3.01
2	23-08-2021	27-08-2021	2.97	2.78	2.87
Average Price					2.94

Minimum price which is equal to higher of A and B above is Rs. 2.94/- per share having face value of Re. 1/- each

For Bhandari Hosiery Exports Limited


Nitin Bhandari
Managing Director
DIN 01385065



Place: Ludhiana
Date: 11/09/2021



Bhandari Hosiery Exports Ltd.

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Phones : +91-88720 16409, +91-88720 16410

E-mail : bhandari@bhandariexport.com Web : www.bhandariexport.com

(Corporate Identification No./CIN : L17115PB1993PLC013930)

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, 30TH DAY OF AUGUST, 2021 AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT BHANDARI HOSUE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA COMMENCE AT 03:00 P.M AND CONCLUDED AT 05:30 P.M.

The Chairman informed the board that board of directors passed scheme of merger of Tikani Exports Limited with and into Bhandari Hosiery Exports Limited in its meeting held on 09.11.2020. Then company applied for NOC from Designated Stock Exchange (BSE Limited) and SEBI. BSE rejected the application on basis of late filing of documents. After regular correspondence and follow up with BSE official, BSE advised to file fresh application with updated valuation report and fairness opinion. Also to file revised Scheme of Merger in case the existing share exchange ratio considered in the Scheme is changed/alterd due to fresh Valuation report. Now the chairman placed before the Board the revised draft Scheme of Arrangement with revised share exchange ratio as per valuation report for the merger of the 'Tikani Exports Limited' with and Bhandari Hosiery Exports Limited" for their approval.

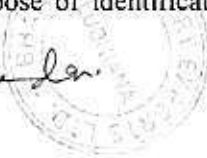
After deliberate discussions the following resolutions were passed:

"RESOLVED THAT, pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, subject to requisite approval of the shareholders and such other approvals, sanctions and permissions of the National Company Law Tribunal ("NCLT"), stock exchanges where the shares of the company are listed and other regulatory or government bodies/tribunals or institutions as may be applicable and pursuant to the recommendation of the Audit Committee, as per the terms and conditions mentioned in the Scheme of Merger (the Scheme) placed before the Board and initialled by the Chairman the Board of Directors hereby approve the revised draft Scheme of Arrangement ("Scheme") between Bhandari Hosiery Exports Limited ("Transferee Company) and Tikani Exports Limited (Transferor Company).

FURTHER RESOLVED that the Valuation Report dated 19.08.2021 prepared by Sh. Anil Rustgi, Registered Valuer for Financial Assets, on valuation of shares of M/s Bhandari Hosiery Exports Limited and Tikani Exports Limited, swap ratio and methodology adopted for valuation placed before the Board and initialled by the Chairman and Managing Director for the purpose of identification be and is hereby taken on record.

FURTHER RESOLVED that the Fairness opinion dated 24.08.2021 issued by M/s Sobhagya Capital Options Ltd., an Independent Merchant Banker on the Scheme and swap ratio placed before the Board and initialled by the Chairman and Managing Director for the purpose of identification be and is hereby taken on record.

Handwritten signature



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FURTHER RESOLVED that the Certificate dated 07.11.2020 issued by M/s Krishan Goel and Associates, Chartered Accountants as required under para (5) of the Circular No.CIR/CFD/CMD/16/2015 dated so" November, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the accounting treatment contained in the draft scheme of amalgamation is in compliance with all accounting standards placed before the Board and initialled by the Chairman and Managing Director for the purpose of identification be and is hereby taken on record.

RESOLVED FURTHER THAT Sh. Nitin Bhandari Managing Director or Sh. Daljeet Singh, Company Secretary of the Company be and are hereby severally authorized to take all the necessary steps for

(a) BSE Ltd be and is hereby chosen as designated stock exchange (DSE) for the purpose of coordinating with SEBI to obtain approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Filing of applications with the Hon'ble NCLT and/or such other competent authority as may be necessary and holding meetings of the shareholders/creditors of the Company as may be directed by the Hon'ble NCLT to give effect to the Scheme;

(c) Filing of petitions for confirmation of the Scheme with the NCLT and/or such other competent authority as may be necessary;

(d) For the above purposes, to engage advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

(e) Obtaining approval and represent before the Stock Exchanges, Registrar of Companies, Punjab, Regional Director Northern Region and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Merger;

(f) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;

(g) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors of the company for approving the Scheme of Merger and thereafter submit the same on receipt thereof to the High Court or any other appropriate authority;

(h) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;

(i) To take all procedural steps for having the Scheme of Merger sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;

(i) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

Nitin Bhandari



(k) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT, as may be expedient or necessary which does not materially change the substance of the Scheme.

(l) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, Punjab, The Regional Director, Northern region, and any concerned authorities and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.

Certified to be true

For Bhandari Hosiery Exports Ltd.

A handwritten signature in black ink, which appears to read 'Nitin Bhandari', is written over a circular embossed stamp. The stamp contains the text 'BHANDARI HOSEYRY EX' around the top and 'LUDHIANA' around the bottom.

Nitin Bhandari

Managing Director

DIN: 01385065

**Add: Queens Enclave, South City,
Ayali Khurd, Ludhiana.**

TIKANI EXPORTS LIMITED

Regd. Office : KH # 400/413, Bhandari House,
Village Meharban, Rahon Road, LUDHIANA-141007 (india)
Phones : +91-88720 16409, +91-88720 16410
E-mail : tikanieexport@gmail.com
CIN : U18202PB2019PLC049906

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, 30TH DAY OF AUGUST, 2021 AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT KH 400/413 BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD LUDHIANA PB 141007 IN COMMENCED AT 10:00 AM AND CONCLUDED AT 11:00 AM.

The Chairman informed the board that board of directors passed scheme of merger of Tikani Exports Limited with and into Bhandari Hosiery Exports Limited in its meeting held on 09.11.2020. Then company applied for NOC from Designated Stock Exchange (BSE Limited) and SEBI. BSE rejected the application on basis of late filing of documents. After regular correspondence and follow up with BSE official, BSE advised to file fresh application with updated valuation report and fairness opinion. Also to file revised Scheme of Merger in case the existing share exchange ratio considered in the Scheme is changed/alterd due to fresh Valuation report. Now the chairman placed before the Board the revised draft Scheme of Arrangement with revised share exchange ratio as per valuation report for the merger of the 'Tikani Exports Limited' with and Bhandari Hosiery Exports Limited" for their approval.

After deliberate discussions the following resolutions were passed:

"RESOLVED THAT, pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, subject to requisite approval of the shareholders and such other approvals, sanctions and permissions of the National Company Law Tribunal ("NCLT"), and other regulatory or government bodies/tribunals or institutions as may be applicable and pursuant to the recommendation of the Audit Committee, as per the terms and conditions mentioned in the Scheme of Merger (the Scheme) placed before the Board and initialled by the Chairman the Board of Directors hereby approve the revised draft Scheme of Arrangement ("Scheme") between Bhandari Hosiery Exports Limited ("Transferee Company) and Tikani Exports Limited (Transferor Company).

FURTHER RESOLVED that the Valuation Report dated 19.08.2021 prepared by Sh. Anil Rustgi, Registered Valuer for Financial Assets, on valuation of shares of M/s Bhandari Hosiery Exports Limited and Tikani Exports Limited, swap ratio and methodology adopted for valuation placed before the Board and initialled by the Director for the purpose of identification be and is hereby taken on record.

FURTHER RESOLVED that the Fairness opinion dated 24.08.2021 issued by M/s Sobhagya Capital Options Ltd., an Independent Merchant Banker on the Scheme and swap ratio placed before the Board and initialled by the Director for the purpose of identification be and is hereby taken on record.

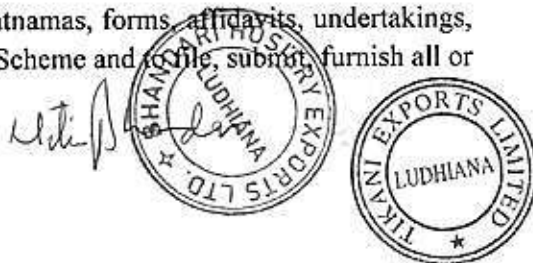


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FURTHER RESOLVED that the Certificate dated 07.11.2020 issued by M/s Vipin Kumar Aggarwal & Co, Chartered Accountants as required under para (5) of the Circular No.CIR/CFD/CMD/16/2015 dated so" November, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the accounting treatment contained in the draft scheme of arrangement is in compliance with all accounting standards placed before the Board and initialled by Director for the purpose of identification be and is hereby taken on record.

RESOLVED FURTHER THAT Sh. Nitin Bhandari, Director or Smt. Tanu Sharma Company Secretary or Sh. Suresh Tripathi of the Company be and are hereby severally authorized to take all the necessary steps for

- (a) Filing of applications with the Hon'ble NCLT and/or such other competent authority as may be necessary and holding meetings of the shareholders/creditors of the Company as may be directed by the Hon'ble High Court/NCLT to give effect to the Scheme;
- (b) Filing of petitions for confirmation of the Scheme with the NCLT and/or such other competent authority as may be necessary;
- (c) For the above purposes, to engage advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (d) Obtaining approval and represent before the Stock Exchanges, Registrar of Companies, Punjab, Regional Director Northern Region and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Merger;
- (e) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (f) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors of the company for approving the Scheme of Merger and thereafter submit the same on receipt thereof to the High Court or any other appropriate authority;
- (g) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (h) To take all procedural steps for having the Scheme of Merger sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- (i) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (j) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT, as may be expedient or necessary which does not materially change the substance of the Scheme.
- (k) To sign, execute, certify all applications, petitions, vakalatnamas, forms affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or



any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, Punjab, The Regional Director, Northern region, and any concerned authorities and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.

Certified to be true

For Tikani Exports Limited


Nitin Bhandari

Director

DIN: 01385065

Add: Queens Enclave, South City,
Ayali Khurd, Ludhiana.





Bhandari Hosiery Exports Ltd.

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(Corporate Identification No./CIN : L17115PB1993PLC013930)

Annexure VIII

Brief particulars of the transferee and transferor companies:

Particulars	Transferee Company	Transferor Company
Name of the company	Bhandari Hosiery Exports Ltd	Tikani Exports Limited
Date of Incorporation & details of name changes, if any	25/11/1993	23/08/2019
Registered Office	Bhandari House, Village Meharban, Rahon Road, Ludhiana, Punjab-141007	KH 400/413 Bhandari House, Village Meharban, Rahon Road Ludhiana, Punjab-141007
Name of Exchanges where securities of the company are listed	1. BSE Limited 2. National Stock Exchange of India	Not listed
Nature of Business	Manufacturing and trading of knitted fabrics and garments	Manufacturing and trading of knitted fabrics and garments
Brief particulars of the scheme	<ul style="list-style-type: none"> • Merger of the business of Tikani Exports Limited (Transferor Company) into Bhandari Hosiery Exports Ltd. (Transferee Company) • Transfer of all assets and liabilities and employees of Tikani Exports Limited (Transferor Company) into Bhandari Hosiery Exports Ltd. (Transferee Company) • Upon the Scheme coming into effect and in consideration of the transfer and vesting of all the assets and liabilities of the Transferor Company to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Share(s) to the Shareholders of the Transferor Company, whose names appear in the Register of Members as on the Record Date, subject to inter-company investment cancellation as per Para 4.3.6 of the Scheme, in the following ratio: "The Transferee Company will issue 2.6085515 Equity Share of Rs. 1/- each, credited as fully paid up, for every 1 Equity Shares of Rs. 10/- each held in the Transferor Company" 	

	<ul style="list-style-type: none"> The Scheme would be subject to requisite approvals of shareholders/ creditors, BSE Limited (BSE), National Stock Exchange of India Limited (NSE), the National Company Law Tribunal ('NCLT') and various other concerned regulatory authorities. The Scheme would become effective upon filing of the certified copies of the orders of National Company Law Tribunal sanctioning this Scheme with the jurisdictional Registrar of Companies. 	
Rationale for the scheme	<p>(i) Consolidation of the businesses presently being carried on by the Transferor Company and the Transferee Company, which would create greater synergies between the businesses of both the companies and would enable them to have access to better financial resources, as well as increase the managerial efficiencies and save on cost.</p> <p>(ii) Combined entity would be able to optimize the overall administration and effectively take care of the statutory compliances.</p> <p>(iii) Focused management and optimum utilization and reflection of the combined assets and resources of the Transferee Company and the Transferor Company.</p> <p>(iv) Long term and permanent benefits of share holders, creditors, employees of the transferor company and the transferee company, as it would result in consolidation and enhancement of shareholder value.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	30.08.2021	30.08.2021
Relevant date for determining the price as per Para 8 of SEBI Circular dated March 10, 2017, If applicable.	30.08.2021	30.08.2021
Date of meeting of the Audit Committee in which the draft Scheme has been approved	30.08.2021	Not Applicable
Appointed Date	1 st April, 2022	
Net Worth (Amt in Rs.)	(As on 31.03.2021)	
Pre Merger	Rs. 75,43,06,777.00	Rs. 23,62,95,412.00
Post Merger	Rs. 81,96,03,985.00	Company being merged in Transferee Company
Valuation by IBBI registered Valuer – Name of the valuer/valuer firm and Regn no.	<p>Mr. Anil Rustgi Registered Valuer for Financial Assets Regn. No: IBBI/RV/05/2019/12313</p>	

Handwritten signature

Stamp: BHANDARI & SONS, LUDHIANA

Fair value per shares/ Face Value	Rs. 3.04887/ Face Value of Re.1 each				Rs. 7.95312/ Face Value of Rs. 10 each,			
Exchange ratio (Also mention in words)	"The Transferee Company will issue 2.6085515 Equity Share of Rs. 1/- each, credited as fully paid up, for every 1 Equity Shares of Rs. 10/- each held in the Transferor Company"							
Name of Merchant Banker giving fairness opinion	SOBHAGYA CAPITAL OPTIONS LTD.							
Capital before the scheme	Authorized Capital – Rs.250,000,000				Authorized Capital – Rs.231,500,000			
(No. of equity shares as well as capital in rupees)	Issued, Subscribed and Paid up- Rs. 146,526,950 divided into 146,526,950 Equity Shares of Re. 1/- each, fully paid up				Issued, Subscribed and Paid up- Rs. 231,346,000 divided into 23,134,600 Equity Shares of Re. 10/- each, fully paid up			
No. of shares to be issued	"The Transferee Company will issue 2.6085515 Equity Share of Rs. 1/- each, credited as fully paid up, for every 1 Equity Shares of Rs. 10/- each held in the Transferor Company"							
Cancellation of shares on account of cross holding, if any	N.A				N.A			
Capital after the scheme	Authorized Capital – Rs. 250,000,000				N.A.			
(No. of equity shares as well as capital in rupees)	Issued, Subscribed and Paid-up- Rs. 206,874,746 divided into 206,874,746 Equity Shares of Re. 1/- each, fully paid up							
Details of Shareholding of Unlisted company/ies involved:	Pre		Post		Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	36553132	24.95%	96847843	46.81%	23134600	100%	Company being merged in Transferee Company	
Public (Excluding QIBs)	109973818	75.05%	110026903	53.19%	--	--		
QIBs	--	--	--	--	--	--		
Non-promoter Non-Public	--	--	--	--	--	--		
Total	146596950	100%	206874746	100%	23134600	100%		
No of shareholders	20957		20960		7			

Witness: *[Signature]*



Name & PAN no. of the Promoter & Promoter group of Unlisted companies.	Mr. Nitin Bhandari (PAN : AFPPB0808R) Mrs. Nitika Bhandari (PAN : AFAPB9359Q) Mrs. Kusum Bhandari (PAN : ABHPB7524L) Mr. Naresh Bhandari (PAN : ACWPB4357K) Mrs. Mamta Bhandari (PAN : DBGPB7167H) Mr. Shiva Bhandari (PAN : DBGPB7163D) Mr. Ankit Bhandari (PAN : BPWPB8706E) Mr. Suresh K Bhandari (PAN : BCNPB7150G)	Mrs. Kusum Bhandari (PAN : ABHPB7524L) Mr. Nitin Bhandari (PAN : AFPPB0808R) Mr. Manoj Kumar (PAN : AMUPS1954C) Mr. Chhinder Kumar (PAN : AKNPK9011G) Mr. Sudhansu Kumar Nayak (PAN : AXDPN9011G) Mr. Naveen Kumar (PAN : BKSPK7820D) Mrs. Aneeta Dutt (PAN ABGPT6483R)
Name of the Board of Directors of Unlisted companies	Mr. Nitin Bhandari Mr. Vikas Nayyar Mr. Rajesh Kumar Mr. Surinder Kumar Kapoor Mrs. Geetika Bhalla Mr. Kunal Verma	Mrs. Kusum Bhandari Mr. Nitin Bhandari Mr. Anup Khanna Mrs. Alka Gambhir
Please specify relation among the companies involved in the scheme, if any	Two Promoters of the Transferee company (Bhandari Hosiery Exports Limited) are also promoters of the Transferor company (Tikani Exports Limited).	
Details regarding change in management control in listed or resulting company seeking listing if any	There is no change in management control in the listed company which is the Transferee Company.	

Date: 31/08/2021

Place: Ludhiana

For Bhandari Hosiery Exports Ltd

Nitin Bhandari

Nitin Bhandari
Managing Director
(DIN: 01385065)

KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

S.C.O. : 17-18-B, GURDWARA SHAHEEDAN
PHERUMAN MARKET, G.T. ROAD,
OPP. MANJU CINEMA, LUDHIANA - 141 003.
PHONE : 0161-2543069, 5029217
E-mail : krishangoelassociates@yahoo.in

To
The Board of Directors
Bhandari Hosiery Exports Limited
Bhandari House, Village Meharban,
Rahon Road, Ludhiana-141007.

**SCHEME OF MERGER - AUDITOR'S CERTIFICATE
NET WORTH PRE AND POST AMALGAMATION**

1. At the request of Bhandari Hosiery Exports Limited ("Transferee Company"), we have examined the computation of pre and post merger net worth of the Company as at 31st March, 2021.
2. It has been explained to us that as per the attached copy of the draft Scheme of Merger of Tikani Exports Limited (Transferor Company) with Bhandari Hosiery Exports Limited (Transferee Company) and their respective shareholders and creditors, the Company proposes to merge the Transferor Company with itself, under section 230 to 232 of The Companies Act, 2013. The Appointed Date of Amalgamation shall be 1st April 2022 or such other date as may be modified by the NCLT (National Company Law Tribunal) Bench, Chandigarh or any other competent authority.
3. The account balances (Equity Share Capital Reserves and Surplus) used in the computation of pre merger net worth of the Transferee Company as at March 31, 2021 has been traced from the annual audited balance sheet of the Transferee Company made available to us and the post merger net worth of the Transferee Company has been computed considering the accounting treatment contained in Clause 4.3 of the Scheme, which is subject to the approval of NCLT (National Company Law tribunal) Bench, Chandigarh. As represented to us, the Scheme is proposed to be filed with the NCLT (National Company Law tribunal) Bench, Chandigarh.
4. The accompanying figures of Net Worth are the responsibility of Company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit Reports and certificates for special purposes issued by the Institute of Chartered Accountants of India. Our scope of work did not involve performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre merger Net Worth and the post merger Net Worth of the Transferee Company as at March 31, 2021 computed in accordance with paragraph 3 above is as noted below:



(Amt in Rs.)

Particulars	Pre- Amalgamation	Post Amalgamation
Equity Share Capital	14,65,26,950	20,68,74,746
Free Reserves	60,77,79,827	61,27,29,239
Total Net Worth.	75,43,06,777	81,96,03,985

6. "Net Worth" means the sum total of the paid-up capital, free reserves after deducting the provisions or expenses as may be prescribed.

7. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the National Stock Exchange of India Limited and BSE Limited. and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Date: 11.09.2021

Place: Ludhiana

For Krishan Goel & Associates
Chartered Accountants
Firm Registration No.009607N



Manoj Jain

(Manoj Jain)
Partner

M. No: 091621

UDIN: 21091621AAAAHA5269

Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

Date: 03/09/2021

To
The Board of Directors
Tikani Exports Limited
KH-200, Bhandari House, Village Meharban,
Rahon Road, Ludhiana-141007.

SCHEME OF MERGER -AUDITOR'S CERTIFICATE - NET WORTH PRE AND POST AMALGAMATION

1. At the request of Tikani Exports Limited ("Transferor Company"), we have examined the computation of pre and post merger net worth of the Company as at 31st March, 2021.
2. It has been explained to us that as per the attached copy of the draft Scheme of Merger of Tikani Exports Limited (Transferor Company) with Bhandari Hosiery Exports Limited (Transferee Company) and their respective shareholders and creditors, the Company proposes to merge itself with the transferee company, under section 230 to 232 of The Companies Act, 2013. The Appointed date of Merger shall be on 1st April 2022 or such other date as may be modified by the NCLT (National Company Law tribunal) Bench, Chandigarh or any other competent authority.
3. The account balances (Equity Share Capital Reserves and Surplus) used in the computation of pre merger net worth of the Transferor Company as at March 31, 2021 has been traced from the annual audited balance sheet of the Transferor Company made available to us and the post merger the transferor company being merged with the transferee company.
4. The accompanying figures of Net Worth are the responsibility of Company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports and certificates for special purposes issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre merger Net Worth of the Transferor Company as at March 31, 2021 computed in accordance with paragraph 3 above is as noted below:

(Amt in Rs.)

Particulars	Pre- Amalgamation	Post Amalgamation
Equity Share Capital	23,13,46,000	NA as the Company stands merged with the transferee company.
Free Reserves	49,49,412	
Total Net Worth	23,62,95,412	

Address: SCO 15-16, 3rd Floor, Jandu Tower, G.T. Road, Ludhiana - 141003, Punjab
Contact: - (M) 98140-77789, 85569-02020 (O) 0161-4667789
Email - ca.vipanaggarwal@gmail.com, varun@cavarunaggarwal.in

Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

6. "Net Worth" means the sum total of the paid-up capital, free reserves after deducting the provisions or expenses as may be prescribed.

7. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the National Stock Exchange of India Limited and BSE Limited, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Vipan Kumar Aggarwal & Co.,
Chartered Accountants,
(Registration No. 007245N)



(Vipan Kumar)

(Partner)

Membership No. 081198

UDIN: 21081198 AAAAFR9461

Address: SCO 15-16, 3rd Floor, Jandu Tower, G.T. Road, Ludhiana – 141003, Punjab
Contact: - (M) 98140-77789, 85569-02020 (O) 0161-4667789
Email – ca.vipanaggarwal@gmail.com, varun@cavarunaggarwal.in



Bhandari Hosiery Exports Ltd.

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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)


ANNEXURE X

Details of Capital evolution of the transferee company

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
25.11.1993	700	10	Subscription to Memorandum of Association	700	Not (Company was unlisted public company)
27.01.1994	1285000	10	Allotment for consideration other than cash	1285700	Not (Company was unlisted public company)
17.12.1994	3270000	10	Further Public Offer	4555700	Not (company was unlisted public company)
12.10.2006	1400000	10	Preferential Issue	5955700	Listed
14.03.2008	1500000	10	Preferential Issue of Equity Shares on Conversion of Warrants	7455700	Listed
26.02.2011	2609495	10	Allotment of Bonus Shares	10065195	Listed
04.08.2012	4587500	10	Preferential Allotment	14652695	Listed
29.01.2016	146526950	1	Company approved the sub division of nominal value of shares of the company from Rs. 10/- (Rupees Ten only) each to Re. 1/- (Rupee One only) each.	146526950	Listed

- Shareholders of Bhandari Hosiery Exports Limited approved the sub division of nominal value of shares of the company from Rs. 10/- (Rupees Ten only) each to Re. 1/- (Rupee One only) each by way of postal ballot as on 29.01.2016.

For Bhandari Hosiery Exports Limited


Nitin Bhandari
Managing Director
DIN: 01385065



TIKANI EXPORTS LIMITED

Regd. Office : KH # 400/413, Bhandari House,
Village Meharban, Rahon Road, LUDHIANA-141007 (india)
Phones : +91-88720 16409, +91-88720 16410
E-mail : tikaniexport@gmail.com
CIN : U18202PB2019PLC049906)

ANNEXURE X

Details of Capital evolution of the transferor company

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of (IPO/FPO/ Preferential Scheme/ Rights, etc.)	Issue Issue/ Bonus/	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
23.08.2019	23134600	10	Subscription to Memorandum of Association		23134600	Not (Company is Unlisted public company)

- Tikani Exports Limited Company formerly known as Bhandari Knit Exports a partnership firm, which converted into public limited company from partnership firm as on 23.08.2019.

For Tikani Exports Limited


Nitin Bhandari
Director
DIN: 01385065





Bhandari Hosiery Exports Ltd.

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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)

ANNEXURE XI

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001.

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Merger of Tikani Exports Limited with and into Bhandari Hosiery Exports Ltd

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/arrangement/merger/reconstruction/ reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, securities contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230 or accompanying a proposed resolution to be passed u/s 66 of the Companies Act 2013, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
 - iv) The Complaint report as per Annexure III.
 - v) The observation letter issued by the stock exchanges
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link given hereunder: <https://www.bhandariexport.com>

Handwritten signature

- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it. (if applicable)
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.
- h) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

Date: 31/08/2021

Place: Ludhiana.




Nitin Bhandari

Managing Director

DIN: 01385065

Since 1993 **28th Annual Report**
2020-21



Bhandari Hosiery Exports Ltd.

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Attest





Bhandari Hosiery Exports Ltd.
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CORPORATE INFORMATION



BANKERS

State Bank of India
IFB Branch, Golden Tower
Dholewal Chowk, GT Road
Ludhiana-141003

Union Bank of India (earlier Andhra Bank)
B-XV-295/B & B-XV-295/ C, Near Oswal
Street, Millerganj, G T Road,
Ludhiana-141003

HDFC Bank
Focal Point, Industrial Branch
Ludhiana-141010

South Indian Bank
Cheema Chowk, Industrial Area A
Ludhiana-141003

INDEPENDENT AUDITORS

M/S Krishan Goel & Associates. SCO
17-18B, Gurudwara Shaheedan,
Pheruman Market, G.T. Road, Opp. Manju
Cinema, Miller Ganj, GT Road
Ludhiana-141003 Punjab

COMPANY SECRETARY

Mr. Daljeet Singh

KEY MANAGERIAL PERSONNEL

Mr. Nitin Bhandari- Mg. Director
Mr. Manoj Kumar- Chief Financial Officer
Mr. Daljeet Singh- Company Secretary

REGISTERED OFFICE & WORKS

BHANDARI HOSIERY EXPORTS LTD.
Bhandari House, Village Meharban, Rahon
Road, Ludhiana-141007
Punjab INDIA
Phones-+91 88720-16410
Fax: +91-161-2890394
Email: bhandari@bhandariexport.com
CIN : L17115PB1993PLC013930

INDEPENDENT DIRECTORS

Mr. Surinder K. Kapoor (Appointed w.e.f.
01.05.2019)
Mrs. Geetika Bhalla (Appointed w.e.f.
18.08.2020)
Mr. Kunal Verma (Appointed w.e.f.
09.11.2020)

WEBSITE

www.bhandariexport.com

ISIN

INE474E01029
LISTING: BSE, NSE

REGISTERAR AND SHARE TRANSFER AGENTS

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

Nitin Bhandari





BHANDARI HOSIERY AT A GLANCE

Fully Integrated Business Model	Design > Fabrics > Garments
Fabrics Division	15 tons Per Day Fabric Dyeing Capacity open width and tubular width.
Garments Division	In-house Garments Division for exports and domestic sales.
Lowest Utility Consumption In The Industry	Lowest water, steam and power consumption due to modernized machinery
Specialized Fabrics	Viscose, Lycra, Cotton and Blends
Fit For Fast Changing Fashion World	Fast delivery turnaround time

BUSINESS VERTICALS - FABRICS & GARMENTS

PRODUCTS PROFILE

FABRICS

- **Circular Knitted Fabrics**
 - > Natural
 - > Synthetic
- **Open & Tubular width Fabrics**
- **Specialised Finishes**
 - > Teflon
 - > Stain resistance
 - > Viscose
 - > Lycra

GARMENTS

- **Women's Wear**
 - > Tees
 - > Leggings
- **Men's Wear**
 - > T-shirts
 - > Sweat Shirts
 - > Pullovers
 - > Polo
- **Kids Wear**

Nitin



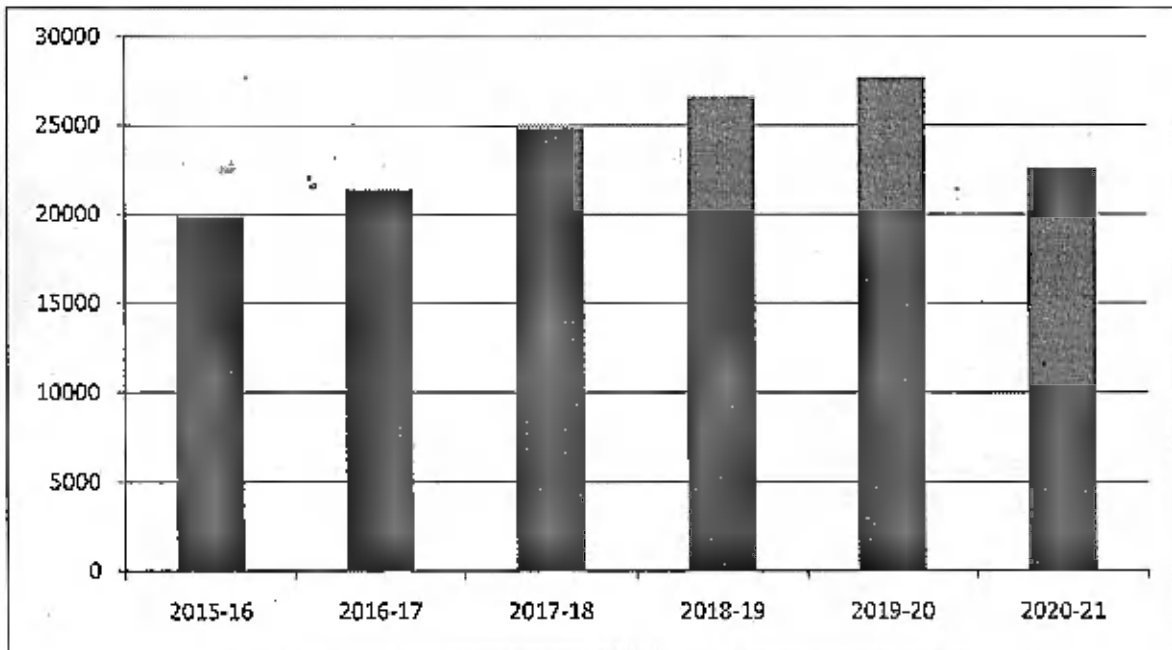


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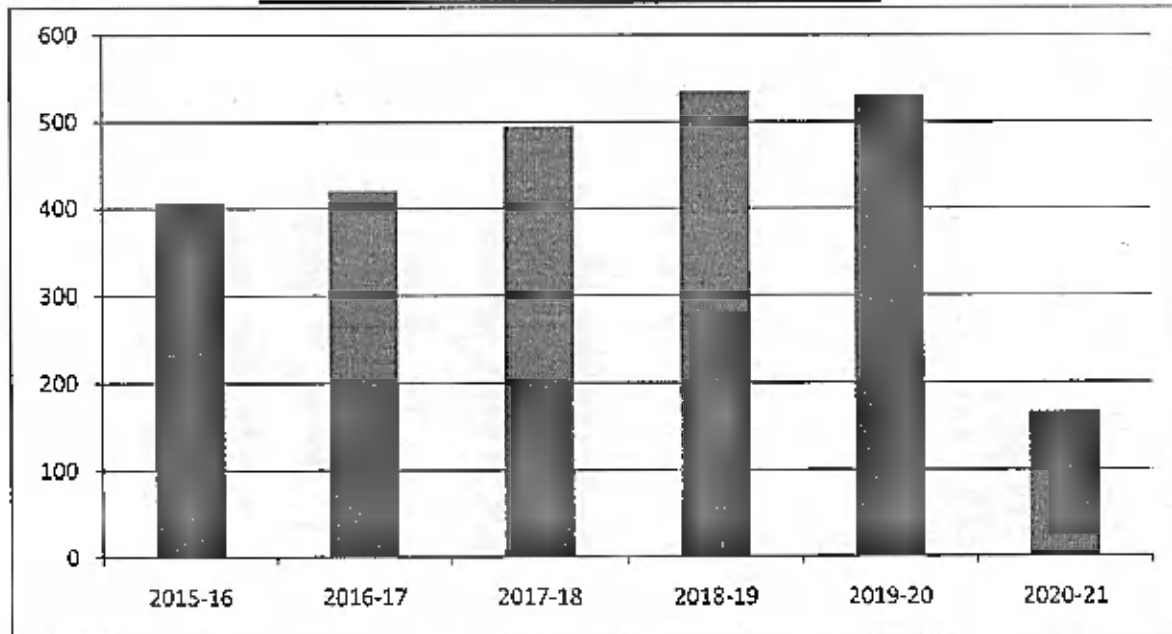
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FINANCIAL PERFORMANCE

TURNOVER IN LAKHS RUPEES



PROFIT AFTER TAX IN LAKHS RUPEES



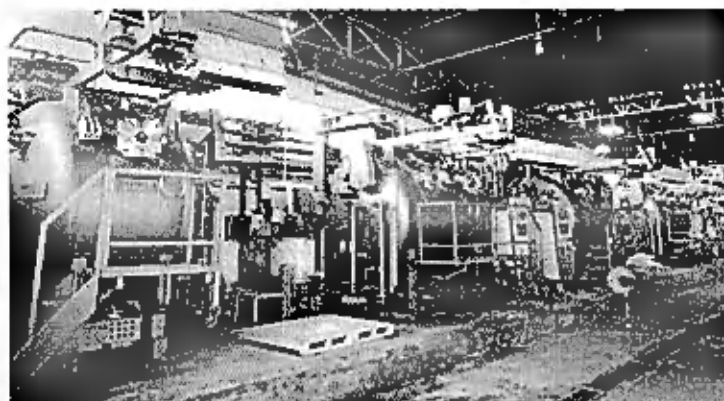
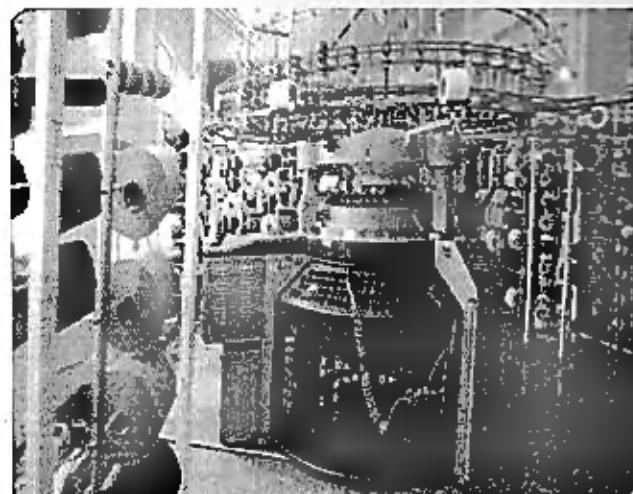
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Design • Fabric • Garments

FROM KNITTING TO FINAL GARMENTING, BHANDARI HOSIERY HAS ALL THE SOLUTIONS AT ONE PLACE.

IMPORTED
KNITTING
MACHINERIES

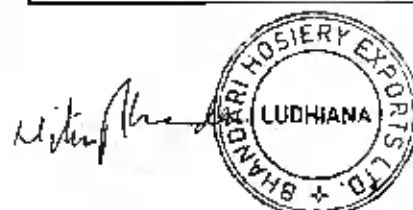


HIGH CAPACITY AND
HIGH QUALITY
DYEING UNIT

FINISHING UNIT



GARMENTING
UNIT





Bhandari Hosiery Exports Ltd.
Sustainable Innovation
Design & Style in Green

BOARD OF DIRECTORS



MR. NITIN BHANDARI
(CHAIRMAN & MG. DIRECTOR)
DIN : 01385065



MR. VIKAS NAYAR
(NON-EXECUTIVE DIRECTOR)
DIN: 0071047



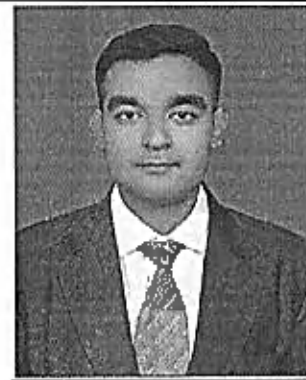
MR. SURINDER KUMAR KAPOOR
(INDEPENDENT DIRECTOR)
DIN: 08442523



MR. RAJESH KUMAR
(NON-EXECUTIVE DIRECTOR)
DIN: 05160964



MRS. GEETIKA BHALLA
(INDEPENDENT/ WOMEN DIRECTOR)
DIN: 08805488
(APPOINTED W.E.F. 18.08.2020)



MR. KUNAL VERMA
(INDEPENDENT DIRECTOR)
DIN: 08918691
(APPOINTED W.E.F. 09.11.2020)

Nitin Bhandari





CHAIRMAN & MG. DIRECTOR'S MESSAGE

Dear Shareholders,

I have great pleasure in presenting the Twenty Eighth Annual Report and Audited Financial Statements for the financial year ended 31st March, 2021. The year 2020-21 has been challenging time with lower GDP growth. The novel Corona virus has affected the smooth running business over the entire world.

In terms of business the lockdown in various nations has affected the business and growth during the first and fourth quarter. The Indian Textile & Apparel Industry has maintained a stable trend during the year 2020-21 but the export numbers were hit due to unprecedented lockdowns in various parts of the world.



During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.50 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year.

The COVID-19 scenario has certainly put a halt on our plan and we could not get full utilization of our expansion. It is also very hard to predict the coming financial year due to heavy impact of COVID-19. We aim to survive in this financial year & come out fighting from this scenario. Your company took significant steps to take required precautions suggested by government SOPs. Further when vaccination came extraordinary efforts was taken by management to get vaccinated its employees as per guidelines of state and centre government.

When it comes to the current global scenario with respect to apparel manufacturing, it is advantage to India. With sanctions enforced and trade war with China the US market is becoming favorable and more opportunistic to Indian Textile Sector. Due to such events business of US Inc. is being shifted to the India during the year. We continue to monitor these developments with respect to our risks and opportunities.

Our success and growth greatly depends on the skills and dedication of our employees, co-operation of our Bankers, and other business constituents, whom I would like to thanks sincerely. I am looking forward to another exciting year ahead.

The second wave of COVID-19 also affected every segment of business in entire country. During that period first priority of our company was health of its employees and other stakeholders connected with company. With the help and co-operations of all, we go through that phase positively and continue our work with required precautions at our unit.

Finally, I take this opportunity to thank all the Company's stakeholders for their confidence in Bhandari Hosiery Exports Ltd. and look forward for their continued support in the years to come.

Warm Regards

Sd/-
Nitin Bhandari
Chairman & Mg. Director



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Bhandari Hosiery Exports Ltd.
Sustainable Innovation
Hosiery Exports Ltd. Ludhiana



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 thought 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



Nitin Bhandari

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.

Udit Bhandari





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 Participant(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 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@bhandarlexport.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@bhandarlexport.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 along with the consolidated scrutinizer's report shall be uploaded on the Company's website i.e. www.bhandarlexport.com and www.evotingindia.com. The results 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.

Instructions for E-Voting

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 CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be 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.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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.</p>
Individual Shareholders Holding securities in Demat mode with NSDL	<p>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.</p> <p>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</p> <p>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</p>



	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.com or 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

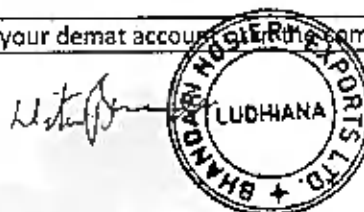
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

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) <ul style="list-style-type: none"> 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	Enter the Dividend Bank Details as recorded in your demat account or the company records for





Bank Details	<p>the said demat account or folio.</p> <ul style="list-style-type: none"> 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.
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(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 (210824063) for the relevant BHANADRI HOSEY 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.

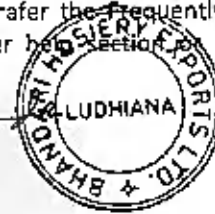
(xi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-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

Handwritten signature





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, Mafatia Mill Compounds, N M Joshi Marg, Lower Parei (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.

Utkarsh





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 appointee 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**

Place: Ludhiana
Dated: 14.08.2021

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

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 Factorles 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

Place: Ludhiana
Dated: 14.08.2021

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

WE WOULD LIKE TO DRAW SHAREHOLDER'S KIND ATTENTION TO THE FOLLOWING URGENT MATTERS, WHICH REQUIRE THEIR IMMEDIATE ACTION

PROCEDURE FOR THOSE SHAREHOLDERS, WHOSE EMAIL ADDRESSES AND/OR BANK DETAILS/MANDATE ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

We urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/update your address, Email id or Bank Mandate* etc, you can do the same:

Physical holding: Please send a duly signed request letter by the shareholder(s), to the Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt Ltd. (Unit: Bhandari Hosiery Exports Limited), Noble Heights, 1st Floor, Plot No-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058, providing Folio No, Name of the shareholder and self- attested copy of PAN & AADHAR card, for registering the e-mail address. Following additional details & documents need to be provided for updating Bank Account details*:

- Name and branch of the Bank in which you wish to receive the dividend*.
- Bank account type.
- Bank account number allotted by your Bank, after implementation of Core Banking solutions.
- Nine Digit MICR Code Number.
- Eleven digit IFSC Code and
- A scanned copy of cancelled cheque bearing the name of the first shareholder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)

Demat holding: Please contact your Depository Participant (DP) and register your e-mail address and/ or Bank account details*, in your demat account, as per the process advised by your DP.

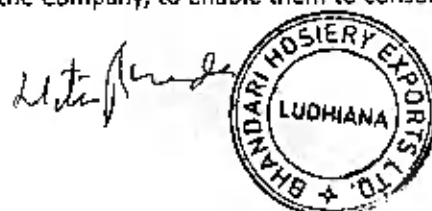
*Please note that, 1% dividend proposed to be declared in the 28th AGM of the Company, however, in order to receive any future dividend directly in your bank account; kindly register/update your bank account details with the Company.

DEMATERIALISATION OF SHARES

The SEBI vide its circular no. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of same shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.

CONSOLIDATION OF MULTIPLE FOLIOS

The members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of PAN card and Aadhar card to the Registrars and Share Transfer Agent (RTA) of the Company, to enable them to consolidate all such multiple folios into one single folio.





PERMANENT ACCOUNT NUMBER (PAN)

The SEBI has mandated submission of Permanent Account Number [PAN] by every participant in the Securities Market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form are required to submit their PAN details to RTA.

UNCLAIMED DIVIDEND AND SHARES

The members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at the address: , M/s. Link Intime India Pvt Ltd. (Unit: Bhandari Hosiery Exports Limited), Noble Heights, 1st Floor, Plot No-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi -110058, www.linkintime.co.in or with the Company Secretary, at the Company's registered office. The members are requested to note that, dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). The Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. Therefore, it is in the interest of Shareholders to regularly claim dividend declared by the Company. All the details related to unclaimed dividend and IEPF transfers etc, are updated from time to time on website of the Company i.e. www.bhandariexport.com. The Shareholders may note that, even upon transfer of unpaid dividend and corresponding shares to the IEPF, they can claim said shares alongwith dividend(s) from IEPF for which detailed procedure and requirements are available at www.iepf.gov.in.

DIVIDEND & TDS RELATED INFORMATION

Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting the tax at source as follows:

Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%*	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (In case of shares held in demat mode) and with the Company's Registrar and Transfer Agents- Link Intime India Private Limited (in case of shares held in physical mode).
Without PAN/ Invalid PAN	20%	--
Submitting Form 15G/Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) /Form 15H (applicable to an individual who is 60 years and older), fulfilling certain conditions. The Forms are attached herewith.
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority
An Insurance Company as specified under Sec 194 of the Income Tax Act, 1961)	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.
Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.

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Notwithstanding the above, tax would not be deducted on payment of dividend to resident individual shareholder, if total dividend to be paid in FY 2021-22 does not exceed Rs. 5,000.

Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	None
Other Non-resident shareholders	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents- Link Intime India Private Limited (in case of shares held in physical mode). In order to apply the Tax Treaty rate, ALL the following documents would be required: 1) Copy of Indian Tax Identification number (PAN). 2) Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident. 3) Form 10F duly filled and signed (Format attached herewith). 4) Self-declaration from Non-resident, primarily covering the following: - Non-resident is eligible to claim the benefit of respective tax treaty - Non-resident receiving the dividend income is the beneficial owner of such income - Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India. (Format attached herewith).
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

The aforesaid documents (formats as updated on Company website/available with RTA), as applicable, should be provided to the Company or RTA i.e. Link Intime India Private Limited on their Mail-ID i.e. cs@bhandariexport.com and/or delhi@linkintime.co.in on or before 22nd September 2021 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post 22nd September 2021 shall be considered for payment of the Final Dividend. It is advisable to provide the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

No claim shall lie against the Company for such taxes deducted. The Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

**DIRECTORS' REPORT**

To

The Members,

BHANDARI HOSIERY EXPORTS LIMITED

Your Directors are pleased to present the 28th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2021.

FINANCIAL RESULTS

As mandated by the Ministry of Corporate Affairs, your company has prepared the financial statement (standalone) for the year ended March 31, 2021 as per Indian Accounting Standard ('IND AS') notified under Sec 133 of the Companies Act, 2013 read with notification no. G.S.R. 111(E) dated 16.02.2015 as amended from time to time.

	(Rs. in Lacs)	
PARTICULARS	2020-21	2019-20
Total Income	22,606.49	27,753.51
Gross Profit before interest depreciation and tax	1825.82	2150.24
Less: Financial expenses	1073.81	1022.61
Less: Depreciation and preliminary exp. written off	539.78	501.44
PROFIT BEFORE TAX	212.23	626.18
Less: Provision for tax	(45.34)	(95.00)
PROFIT AFTER TAX	166.89	531.18
Add: Balance brought forward	4077.75	3564.25
Less : Previous Years amounts transferred	0.00	0.00
Amount available for appropriation(s)	4244.64	4095.44
Appropriation:		
-Proposed Dividend on Equity shares @ Rs. 0.01/- per Equity Share (i.e. 1%) (Refer Note (i) below)	14.65	14.65
-Tax on Proposed Dividend	--	2.98
Balance carried to Balance Sheet	4229.99	4077.76
Note: (i) Proposed Dividend on Equity Share		
Proposed Dividend for the year ended 31 st March, 2019 @ Rs. 0.01/- per Equity Share (i.e. 1%)	14.65	14.65
Dividend Distribution Tax on proposed dividend	--	2.983
"The Board of Directors of the Company has proposed final dividend of Rs. @ Rs. 0.01/- per Equity Share (i.e. 1%), which is subject to the approval by the shareholders at the ensuing Annual General Meeting. In accordance with the revised Indian Accounting Standard – 'Contingencies and Events occurring after the Balance Sheet Date' (effective from 01.04.2016), proposed dividend for the year and Corporate Dividend Tax thereon has not been recognized as a distribution of profit in the current year's accounts."		

PERFORMANCE REVIEW

During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.21 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year.



EXPORTS

The Exports of the Company during the financial year were to the tune Rs 972.84 Lacs as against Rs. 1377.91 Lacs in the previous year, showing a decrease of 29.39 % over the previous year.

SHARE CAPITAL

The issued and paid up Equity Share Capital of the Company as on March 31, 2021 was Rs. 14,65,26,950/- comprising 14,65,26,950 fully paid Equity shares of Rs. 1/- each. 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 2020-21, in share capital of the Company by way of Public/ Rights/Bonus/preferential issues/ buy back, conversions etc. or any other changes.

DIVIDEND

Your directors are pleased to recommend the dividend of 1% i.e. Rs. 0.01/- per Share of face value Rs. 1/- for the year 2020-21, (Previous year 2019-20 @ 1% i.e. Rs. 0.01/- per share of face value of Rs. 1/- each.) subject to the approval of the shareholders at the ensuing Annual General Meeting. The Final Dividend, if declared, shall be distributed to the members within 30 days from the AGM.

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top five hundred listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. However, your company has been classified by the stock exchanges as small cap and hence this regulation does not apply to the Company.

ABOUT COVID-19 LOCKDOWN

The COVID -19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of office and factory following nationwide lockdown by the Government of India. In the last month of Financial Year 2019-20 the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdown of all economic activity. For the Company, the focus has immediately shifted to ensuring the health and well being of all employees, and on minimizing disruptions to services for all our customers globally. Regular production was suspended in the month of April and sometime in May, the Company produced Personal Protective Equipment (PPE) kits and masks during this time. Consequent to withdrawal of lockdown in phased manner, the company resumed operations with proactive planning and limited workforce at office and factory following proper health & safety guidelines in place. We are adhering to workplace safety guidelines issued by government to prevent the spread of such pandemic.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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. 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 then 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.

TRANSFER TO RESERVES

Witip Bhandari





The Company proposes to transfer amount to the general reserves of the Company.

(INR Lacs)

Particulars	Amount
Net Profit for the year	166.89
Balance of Reserves at the beginning of the year	4077.75
Share Premium Reserves	1559.75
General Reserves	288.05
Less: Appropriation of Profits	14.65
Balance of Reserves at the end of the Year	6077.79

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Statutory Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report is given at the end of Directors' Report and forms part of this Report.

CAPITAL EXPENDITURE AND EXPANSION

As at 31st March, 2021 the gross fixed assets stood at Rs. 95.59 Cr. and net fixed assets Rs. 62.04 Cr. The Company also undertook implementation of UF Plant with a view to save water and made Industry more environments friendly. The capital expenditure in the said expansion and modernization amounted to Rs. 2.20 Cr. during the financial year 2020-21.

FINANCE

Fresh debt of Rs. 17.91 crores was sanctioned by our bankers under GECL 2.0 scheme of RBI to help industry financially due to COVID-19 pandemic, out of which Rs. 10.22 crores were availed by company during financial year 2020-21. The Cash Credit Limits were availed to the extent of Rs. 73 Crores during Financial year 2020-21. The Company continues to key focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

DIRECTORS AND KMPs

(i) Appointments

There were fresh/additional appointments to Board of Directors, during the financial year 2020-21, appointment of Mrs. Geetika Bhalla as Independent Non-Executive Women Director of the Company w.e.f. 18th August, 2020, the appointment was approved by the Shareholders in the 27th Annual General Meeting of the Company held on 28.09.2020.

Mr. Kunal Verma has also been appointed by the Board as Additional Non executive Independent Director of the Company w.e.f. 09.11.2020 subject to the approval of the Shareholders in the General Meeting.

(ii) Retirement by rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajesh Kumar, Director, retires by rotation and is eligible for reappointment.

(iii) Resignations

There was no resignation of director during the financial year 2020-21.





(iv) Re-appointment

Mr. Rajesh Kumar will retire at the ensuing Annual General Meeting and being eligible, seek reappointment.

(v) Declarations by Independent Directors

Pursuant to sub section (6) of Section 149 of the Companies Act, 2013 and Reg. 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given declaration to the Company that they qualify the criteria of independence as required under the Act and the regulations.

(vi) Board Evaluation

The Board has carried out an annual evaluation of its own performance, the directors and also committees of the Board based on the guideline formulated by the Nomination & Remuneration Committee. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process. A note on the familiarizing programme adopted by the Company for the orientation and training of the Directors and the Board evaluation process undertaken in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Report which forms part of this Report.

Further, a Separate Meeting of the Independent Directors of the Company was held once during the year on 09.11.2020 and 13.02.2021 which also reviewed the performance of the Non-executive directors, Chairman of the Company and performance of the Board as a whole.

(vii) Nomination & Remuneration Policy

On the recommendation of the Nomination & Remuneration Committee, the board has already framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel. Salient feature of Nomination and Remuneration Policy are annexed herewith as Annexure A.

(viii) Board Meetings

During the year, 5 Board Meetings and 5 Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report. The intervening gap between the two Meetings was within the period prescribed under the Companies Act, 2013.

(ix) Key Managerial Personnel

During the year 2020-21, the Company had three Key Managerial Personnel viz. Mr. Nitin Bhandari, Chairman & Managing Director, Mr. Manoj Kumar, Chief Financial Officer and Mr. Daljeet Singh, Company Secretary. (During the financial year Mr. Arpit Jain, Company Secretary and Compliance Officer resigned w.e.f. 01.10.2020 and Mr. Daljeet Singh appointed as Company Secretary and Compliance Officer w.e.f 09.11.2020)

In compliance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, brief resume of all the Directors proposed to be appointed / re-appointed are attached along with the Notice to the ensuing Annual General Meeting.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not directly or indirectly –

- a) given any loan to any person or other body corporate other than usual advances envisaged for supply of materials if any,
- b) given any guarantee or provided security in connection with a loan to any other body corporate or person and



c) acquired by way of subscription purchase or otherwise, the securities of any other body corporate. The details of loans from Banks/FIs/ Directors, as required are given in Financial Statements and Notes thereto.

DEPOSITS

Your company has not invited/ accepted deposits from public as envisaged under Sections 73 to 76 of Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and established a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.bhandariexport.com.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings & outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is Annexed herewith as "Annexure - D".

RELATED PARTY TRANSACTIONS

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 being placed before the Audit Committee of the Board of Directors for their review on a quarterly basis. During the year under reference, no Material Related Party Transactions were entered. All other related party transactions entered into by the Company were in ordinary course of business and were on an arm's length basis. Hence the Company is not required to disclose details of the related party transactions in Form AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. The policy on Materiality of and dealing with Related Party transactions as approved by the Board is uploaded on the Company's website i.e. www.bhandariexport.com.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

STATUTORY AUDITORS

M/s Krishan Goel & Associates, Chartered Accountants, Statutory Auditors of the Company, had been appointed as the Statutory Auditors of the Company in the 24th Annual General Meeting to hold office until the conclusion of 29th Annual General Meeting subject to ratification of their appointment in every Annual General Meeting. The Shareholders at the ensuing General Meeting will consider ratification of the appointment of the Statutory Auditor. The Auditor has confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI. There are no qualifications or reservation or remarks made by the Auditors in their Report.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Rajeev Bhambri & Associates, Company Secretaries, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of



the Company. Secretarial Audit Report as per Section 204 of Companies Act 2013 is placed as Annexure - B to this report.

The Secretarial Auditors' in their report and in Annual Secretarial Compliance Report (Under Regulation 24A of SEBI LODR Regulations, 2015) for year ended 31st March 2021 and secretarial audit report for year ended 31st March, 2021 marked observation for deviation for Regulation 17(1), Regulation 18 and Regulation 19 of SEBI (LODR) Regulations, 2015 related to the composition of board of directors, total no. of directors as member of Audit Committee and total no. of directors as member of Nomination and Remuneration Committee from 15.02.2020 to 18.08.2020 and non appointment of compliance officer as company secretary from 01.10.2020 to 09.11.2020.

The Board Members made an extensive search to finalise a suitable person as an Independent Director. The non compliance in connection to Regulation 17(1) and Regulation 18 and Regulation 19 was complied with appointment of Mr. Kunal Verma and Mrs. Geetika Bhalla on 09.11.2020 and 18.08.2020 respectively. The BSE had levied fine of Rs. 11,90,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with BSE. The NSE had levied fine of Rs. 12,52,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with NSE. Both the stock exchanges have not intimated its decision on the subject yet, till the date of the Director's Report 2021.

The Board has re-appointed M/s Rajeev Bhamhri & Associates, Company Secretaries, Ludhiana as Secretarial Auditor of the Company for Financial Year 2021-22.

COST AUDITORS

No Cost Auditor was appointed during the financial year as there is no statutory requirement imposed for mandatorily according to the size and nature of the business.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31, 2021 AND DATE OF THE REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of the Report.

AUDITORS' REPORT

The Auditors' Report is self-explanatory and do not call for further comments as there are no adverse remarks in the Auditors' Report.

APPOINTMENT OF SECRETARIAL AUDITOR AND INTERNAL AUDITOR

The Company has in accordance with the applicable provisions of the Companies Act, 2013, appointed M/s Rajeev Bhamhri & Associates, Practicing Company Secretary (C.P. No. 9491), Ludhiana Secretarial Auditors. The Company has appointed M/s Vipin Kumar & Associates, Chartered Accountants, (Membership No. 081198, Firm Registration No. 007245N) as the Internal Auditors.

LISTING OF SECURITIES

At present, the securities of the Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the Listing Fees to the BSE and NSE upto the financial year 2021-22.

INDUSTRIAL RELATIONS

The industrial relations remained very cordial and responsive during the year under review.

DISCLOSURE OF COMPLAINTS OF SEXUAL HARRASMENT, CHILD LABOUR ETC.

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Considering gender equality, the Company has zero tolerance for sexual harassment at workplace. The Company has an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The following is a summary of sexual harassment complaints received and disposed off during the year 2020-21:

Sr. No.	Category	No. of complaints during financial year 2020-21	No. of complaints pending as at end of year 2020-21
1.	Child labour/forced labour/involuntary labour	The Company does not hire Child Labour, Forced labour or Involuntary labour. No case reported	Not Applicable
2.	Sexual Harassment*	No case reported	Not applicable
3.	Discriminatory employment	No case reported	Not applicable

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the Audited Financial Statements of the Company for the year 2020-21, the provisions of Section 135, read with Schedule VII and Companies (Corporate Social Responsibility) Rules, 2014 of the Companies Act, 2013, has become applicable to the Company. 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" had been constituted w.e.f. 28.05.2016 consisting of following persons as Members/ Chairman:

Sr. No.	Name of The Director	Designation
1.	Mr. Nitin Bhandari (Chairman & Mg. Director)	Chairman
2.	Mr. Vikas Nayar (Director)	Member
3.	Mr Surinder Kumar Kapoor (Independent Director)*	Member

During the year 2020-21, the Company had identified certain projects/activities on which the CSR expenditure for the financial year 2020-21 was made. The activities included promoting health care including preventive health care, improvement in education which includes special education and employment strengthening vocation skills among children, women, elderly and the differently-abled and livelihood enhancement projects, facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups, animal welfare etc. Details about the CSR policy and initiatives taken by the Company during the year are available on your company's website www.bhandariexport.com. The Report on CSR activities is given in Annexure-E forming part of this Report.

CERTIFICATIONS

The Company has an innate desire and zeal to contribute towards the welfare and social uplifting of the community. The Company continues to abide by its general Social Responsibility and maintain following certifications:

BSCI (Business Social Compliance Initiative) CERTIFICATION

The Company heading towards good Corporate Social Responsibility also has a BSCI (Business Social Compliance Initiative) Certification. European retail companies and associations have developed a common monitoring system simplifying and standardizing the requirements and individual monitoring procedures. The BSCI is based on the labour standards of the International Labour Organization (ILO) and other important international regulations like the UN Charter for Human Rights, as well as on national regulations. The Initiative aims at continuously improving the social performance of suppliers, leading to Best Practice like SA8000 certification or equivalents and thus sustainably enhancing working conditions in factories worldwide. The Certification achieved by the Company in the true sense reflects the true spirit of the Company in improving working conditions, social health, safety, welfare and



good corporate practices. The company would be able to get the confidence of EU based customers by ensuring good social compliance.

GOTS CERTIFICATION

Bhandari Hosiery Exports Limited is certified for compliance to GOTS, the worldwide leading textile processing standard for organic fibers, including ecological and social criteria, backed up by independent certification. It ensures organic status of textiles, from harvesting of the raw materials, through environmentally and socially responsible manufacturing up to labeling in order to provide a credible assurance to the end consumer. This certification enables Bhandari Hosiery Exports Limited to supply certified organic garments to customers worldwide.

SUBSIDIARY COMPANY/ASSOCIATE COMPANY/JOINT VENTURE

There is no Subsidiary /Associate Company of the Company.

EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as of 31st March 2021 pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014 and forming part of the report is placed at the website of the Company as per provisions of Section 134 [3][a] of the Companies Act, 2013.

GRATUITY

The provision for gratuity has been made as provided under the Payment of Gratuity Act.

PARTICULARS OF THE EMPLOYEES

The information and other details required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith at "Annexure- C".

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has designed and implemented a process driven framework for Internal Financial Controls. For the year ended on March 31, 2021, the Board is of the opinion that the Company has sound Internal Financial Controls commensurate with the size, scale and complexity of its business operations. During the year, such controls were tested and no material weakness in their operating effectiveness was observed. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/ or improved controls whenever the effect of such gaps would have a material effect on the Company's operations.

CAUTIONARY STATEMENT

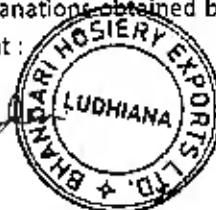
Statements in this report, describing the Company's objectives, expectations and/or anticipations may be forward looking within the meaning of applicable Securities Law and Regulations. Actual results may differ materially from those stated in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, in terms of the Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that :

Attested





- a) in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable Indian accounting standards had been followed and there were no material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year as at March 31, 2021 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION REGARDING CODE OF CONDUCT

Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and the declaration in this regard made by the Mg. Director & Chairman of the Company forms part of this Annual Report. The said code is available at the Company's website i.e. www.bhandarlexport.com.

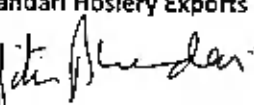
ACKNOWLEDGEMENTS

Your Directors place on record their appreciation of the continued assistance and co-operation extended to the Company by the Government of India, Government of Punjab, State Bank of India, South Indian Bank, HDFC Bank and Andhra Bank, the large family of shareholders, business associates/customers/buyers, the dedicated employees and all other business constituents, who are continuing to assist your Company.

Place: Ludhiana
Dated: 14.08.2021



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


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



ANNEXURE A TO THE DIRECTORS REPORT
SALIENT FEATURES OF THE NOMINATION AND REMUNERATION POLICY
[as Per Proviso To Section 178(4) Of The Companies Act, 2013]

APPLICABILITY

This Policy is applicable to:

- a. Directors (Executive, Non-Executive and Independent)
- b. Key Managerial Personnel (KMP)
- c. Senior Management Personnel
- d. Other employees as may be decided by the Committee ("NRC")

OBJECTIVE

The Policy provides criteria for:

1. Determining qualifications, positive attributes and independence of a Director;
2. Performance evaluation of Independent Directors, non-Independent Directors, Chairman and the Board;
3. Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees, as may be decided by the Committee;

PROVISIONS RELATING TO REMUNERATION OF MANAGING DIRECTOR, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The following are the guiding factors:

- The scope of duties, the role and nature of responsibilities;
- The level of skill, knowledge, experience, local factors and expectations of individual;
- The Company's performance, long term strategy and availability of resources;
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMPs, Senior Management Personnel and other employees of the quality required to run the Company successfully; and
- Relationship of remuneration to performance is clear and meets appropriate performance benchmark;

PROVISIONS RELATING TO REMUNERATION OF NON-EXECUTIVE/INDEPENDENT DIRECTOR(S)

The following are the guiding factors:

- The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and as decided by the Board from time to time.
- The Non-Executive/ Independent Director(s) may also receive remuneration / compensation / commission etc as per criteria/limit thereof prescribed under Companies Act, 2013 and rules made thereunder
- Any increase in the maximum aggregate remuneration payable beyond permissible limit under the Companies Act, 2013 shall be subject to the approval of the Shareholders', as may be applicable

EVALUATION

The evaluation will be done on following parameters:

1. Role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board;
2. Attendance and contribution at Board and Committee meetings;
3. Subject expertise, skills, behavior, experience, leadership qualities, understanding of business and strategic direction to align company's values and standards;
4. Ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders
5. Vision on Corporate Governance and Corporate Social Responsibility

Atul Bhandari





6. Ability to create a performance culture that drives value creation and a high quality of discussions;
7. Effective decision making ability to respond positively and constructively to implement the same to encourage more transparency;
8. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity;
9. Contribution to enhance overall brand image of the Company

"ANNEXURE-B" TO THE DIRECTORS' REPORT"

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021 [Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Bhandari Hosiery Exports Limited
Bhandari House, Village Meharban,
Rahon Road, Ludhiana-141007 (Pb.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bhandari Hosiery Exports Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 to the extent applicable and according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Nitin K. Singh





- (b) SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with laws relating to, inter alia:

- All Labour & industrial laws;
- The Competition Act, 2012;
- All environmental laws;
- Textiles (Consumer Protection) Regulations, 1988;
- Textiles (Development and Regulation) Order, 2001;
- Textiles Committee Act, 1963;
- Additional Duties of Excise (Textiles and Textiles Articles) Act, 1978.
- Indian Boilers Act, 1923

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent of its applicability.
- (ii) The Listing Agreement entered into by the Company with the BSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except as detailed below:

1. The company has not complied with the provisions with respect to the total number of Independent Directors as members of Audit Committee from 15.02.2020 till 18.08.2020.
2. The company has not complied with the provisions of regulation 18 with respect to the total number of Directors as members of Audit Committee from 15.02.2020 till 30.06.2020.
3. The company has not complied with the provisions of regulation 19 with respect to the total number of Independent Directors as members of Nomination & Remuneration Committee from 15.02.2020 till 18.08.2020.
4. The company had not appointed the Compliance Officer as Company Secretary from 01.10.2020 till 09.11.2020 as required under the provisions of Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except as follows:

1. The company has not complied with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the composition of the Board in terms of the total number of Directors from 15.02.2020 09.11.2020.



2. The company has not complied with the provisions with respect to the total number of Independent Directors from 15.02.2020 till 09.11.2020.
3. The company has not complied with the provisions with respect to appointment of woman director from 15.02.2020 till 18.08.2020.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or by the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Dated: 12.08.2021
Place: Ludhiana

Rajeev Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 9491
UDIN: F004327C000772149

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE' and forms an integral part of this Report.

'ANNEXURE'

The Members,
Bhandari Hosiery Exports Limited
Bhandari House, Village Meharban,
Rahon Road, Ludhiana-141007 (Pb.)

Our report of even date is to be read along with this letter.

1. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as we have relied upon the Audit done by Statutory Auditors as required under Companies Act, 2013.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy



or effectiveness with which the management has conducted the affairs of the company.

Place: Ludhiana
Dated: 12.08.2021

Rajeev Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 9491

"ANNEXURE -C" TO BOARD'S REPORT

I. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1 The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Remuneration in Fiscal 2021 (Amt. in lakhs)	% Change in remuneration from previous year	Ratio
Mr. Nitin Bhandari (Chairman & Managing Director)	44.00	41.02	18.7:1
Other Directors (Non Executive and Independents) (Only Sitting Fee paid)	N.A.	N.A.	N.A.
Mr. Arpit Jain (Company Secretary) (Resigned w.e.f. 01.10.2020)	2.23	*	--
Mr. Daljeet Singh (appointed w.e.f. 09.11.2020)	2.09	**	--
Mr. Manoj Kumar (CFO)	5.37	(7.76)	2.28:1

For this purpose sitting fees paid to the directors has not been considered as remuneration. Non-executive/Independent Directors are entitled only to sitting fee. The details of remuneration/sitting fee paid are given in Form MGT-9/Corporate Governance Report.

*Arpit Jain resigned as company secretary during the year so there is no comparison from previous year.

** Daljeet Singh joined as company Secretary during the year so no comparison from previous year.

2 Percentage increase/(decrease) in the median remuneration of employees in the financial year: (2.62%).

3 The number of permanent employees on the rolls of company: 386

4 Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

No increase in average percentage was made in the salaries of employees other than the managerial personnel in the last financial year. There was no increase in remuneration of KMP during the financial year 2020-21 due to covid-19 except salary of Mr. Nitin Bhandari, Chairman and Managing Director. During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.21 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year. Average increase in remuneration for employees other than



Managerial Personnel is in line with the industry peers and is also outcome of market competitiveness.

5. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

II. INFORMATION AS PER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) Details of top ten employee drawing remuneration pursuant to the provisions of Rule, 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

Sr. No.	Name of Employee	Designation	Gross Remuneration Paid (Rs.)	Nature of Employment	Qualification	Age	Exp.	Date of Commencement	Last Employment	% of Equity Shares
1	Nitin Bhandari*	Mg. Director	4400000	Permanent	MBA, LONDON	38	15	23.11.2009	-	17.18
2	Aditi Bhandari**	Vice President-Marketing	1140000	Permanent	MBA	38	15	28.09.2011	-	NIL
3	Kusum Bhandari***	Chief Merchandiser	756710	Permanent	BA	71	36	27.09.2002	-	1.73
4	Himanshu Sharma	Fabric Dyeing & Processing	1175843	Permanent	BA	35	17	04.02.2015	Richa Industries Ltd.	NIL
5	Bodh Raj	Engineer	413075	Permanent	ITI	50	31	10.06.2013	Oswal Apparels Pvt. Limited	NIL
6	Ajay Sharma	Exports Section Head	426588	Permanent	B.COM	36	14	15.07.2016	Eastman Caste and forge Limited	NIL
7	Manoj Kumar	CFO	537670	Permanent	B.COM	45	22	05.09.2013	Deepak Builders	NIL
8	Vinod Kumar	Marketing Manager	432773	Permanent	B.SC	43	19	01.06.2017	K.D EXPORTS	NIL
9	Virender Chaudhary	Fabric Division Head	845807	Permanent	SR. SEC.	48	28	01.07.2010	Jain Udhay Fabrics Ltd.	NIL
10	Absar Alam	Q.C. Deptt	624345	Permanent	BA(ENG)	46	16	11.06.2018	MONTE CARLO	NIL
11.	Arpit Jain	Company Secretary (resigned w.e.f 01.10.2020)	223124	Permanent	B.Com, CS	29	5	23.04.2018	LWS Knitwear Limited	NIL
12.	Daljeet Singh	Company Secretary (appointed w.e.f. 09.11.2020)	204976	Permanent	B. Com, CS	30	5	09.11.2020	Asianlaktto Industries	NIL

Nitin Bhandari





Relationship with Directors

- Mr. Nitin Bhandari is Managing Director of the Company
- ** Ms. Aditi Bhandari is wife of Mr. Nitin Bhandari, Mg. Director
- *** Ms. Kusum Bhandari is mother of Mr. Nitin Bhandari, Mg. Director

Except as above, none of the other afore-said employees is related to any director or manager of the Company.

(ii) None of the employee who were employed throughout the financial year 2020-21, was in receipt of remuneration for that year which in the aggregate, was not less than one crore and two lakh rupees;

(iii) None of the employee employed for a part of the financial year 2020-21, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month ;

(iv) None of the employee employed throughout the financial year 2020-21 or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager.

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

Nitin Bhandari
Sd/-

(Nitin Bhandari)

Chairman & Mg. Director

Place: Ludhiana

Dated: 14.08.2021

ANNEXURE- D" TO BOARD'S REPORT STATEMENT

CONTAINING PARTICULARS PURSUANT TO SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

1 CONSERVATION OF ENERGY

(a) Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.

(b) Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.

(c) Various on-going measures for conservation of energy include

- (i) use of energy efficient lighting and better use of natural lighting,
- (ii) reduction of energy loss, and
- (iii) replacement of outdated energy intensive equipment.

The company provides high priority to energy conservation schemes to conserve natural resources and is regularly taking effective steps to conserve energy wherever possible. This continues to remain thrust area with studies, discussions and analysis being undertaken regularly for further improvements. The Company has given due attention towards conservation of energy. It not only reduces the cost of production but also helps in conservation of natural resources which are depleting very fast.

The Company is constantly looking for savings of energy and trying to conserve energy continuously by modifications or trying alternate means and continuously upgrading technology and work practices. Steps are being taken to conserve energy on a continuous basis. Besides continuing the measures taken in earlier years, following steps were taken during the year 2019-20 with a view to reduce the cost of energy and consequently the cost of production.

Nitin Bhandari





Conservation measures taken, proposed measures being implemented for reduction of consumption of energy and consequent impact thereof for the year 2019-20:

Measures taken	Saving amount (Rs. In Lacs)	Energy Savings 2020-21 (Units In Lacs)
<ul style="list-style-type: none"> Installation of energy efficient light fittings. Replacement of old & re-wound motors with Energy Efficient Motors Replacement of de-rated & defective Capacitors, Optimizing Power Factor Optimizing Water usage in dyeing and reducing load on ETP and power usage. Use of Inverters and AC Drives in Unit. 	9.40	1.28

(d) Total energy consumption and energy consumption per unit of production is given in the table below:

1	ELECTRICITY		2020-21	2019-20
a	PURCHASED UNITS		3,710,337	3,490,982
	Total Amount		27,270,980	25,505,115
	Rate per unit		7.35	7.30
b	OWN GENERATION THROUGH DIESEL GENERATOR(S)			
	Units produced	KWH	262028	254500
	Unit per liter of Diesel	KWH	2.62	2.61
	Total Diesel consumed	LTR	99960	97088
	Diesel cost	Rs	7150153	7892510
	Cost per unit of KWH	Rs/ Kwh		31.01
2	COAL		Nil	Nil
3	FURNANCE OIL		Nil	Nil
4	OTHER INTERNAL GENERATION		Nil	Nil
5 a	HUSK FOR STEAM	Rs.	26,540,408	37,707,096.05
b	HUSK FOR STEAM Kg	KG.	7,626,554	8,350,144
	Rate Per Kg		3.48	4.52
6 a	DIESEL FOR STEAM (Ltrs)		386000	375000
b	Rate per Ltr (Rs.)		73.71	65.77
	Consumption / unit production			
	Production of garments (Pieces)		Nil	Nil
	Electricity Consumed	Kwh/pc	Nil	Nil
	Husk Consumed	Kg/pc	Nil	Nil

2 RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION

Technology absorption, Innovation and Research & Development (R & D) is a continuing Process and a continued emphasis is given on quality improvement and product upgradation.

1. Specific areas in which R & D activities were carried out by the Company:

- Quality Improvement
- Yield/Productivity Improvement
- Energy Conservation
- New Technology/Product development

Mitika





2. Benefits Derived

- Better Quality; reduced wastages
- Cleaner environment
- Safer operations and improved competitiveness

3. Future Plan of Action

Management is committed to strengthen R & D activities for product development as per requirements and to improve its competitiveness in the times to come.

4. Expenditure on R & D

a) Capital : Nil b) Recurring : Nil Total : Nil

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company has not imported any technology from abroad. However the company has been using the imported machinery. The Company has been making efforts for absorption of latest technology. Your Company has the modern and the state of art technology for the manufacture/fabrication of garments. The Company has necessary research and quality control facilities.

BENEFITS DERIVED

The Company has achieved Improvement in quality and lower cost of production.

(3) PARTICULARS OF FOREIGN EXCHANGE EARNING AND OUTGO (RS. IN LACS)

Activities relating to export, Initiatives taken to increase exports, development of new export market for products and services and export plans are given hereunder:

- The sale of more environment friendly products has increased.
- The Company has explored new markets and buyers and is going good with recently obtained buyers.
- Targeting growth in the next financial year.

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. There have been concentrated efforts to maintain and improve exports performance and to meet the need of end users.

The Management has laid continuous thrust for exploring new markets and as a result, the Company was also able find some new foreign customers. The position of Foreign Exchange earnings and Outgo for the financial year 2020-21 is as under:

FOREIGN EXCHANGE EARNING AND OUTGO		(RS. IN LACS)	
Sr. No.	Particulars	2020-21	2019-20
a.	Foreign Exchange Earnings (FOB value of Exports, commission earned)	972.84	1377.91
b.	Foreign Exchange Outgo (CIF value of imports and expenditure in foreign currency)	16.81	55.25

For and on behalf of the Board of Directors
Bhandari Hosiery exports Limited



(Signature) Sd/-
(Nitin Bhandari)
Chairman & Managing Director

Place: Ludhiana
Date: 14.08.2021



"ANNEXURE- E" TO BOARD'S REPORT STATEMENT

CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 134 (3) (o) of the Act and Rule 9 of the Companies
(Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

- The objective of the company is to contribute to the education, social, health related, economic development of the communities, animal welfare and sports so as to promote sustained growth for the society and community and in particulars take up the activities as included in Schedule VII of the Companies Act, 2013.
- The CSR Committee will facilitate the Annual CSR action plan containing the clear terms of reference outlining the key tasks, duration of assignment, allocation of budget for different projects, method of implementation and review. The CSR budget shall be according to Companies Act, 2013.
- Money unutilized, if any, in the previous year will be carried forward and included in the budget for the next year. Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.
- Project activities identified under CSR are to be implemented by agencies, which would include-Voluntary Organizations (VOs) formal or informal Elected local bodies such as Panchayats, Institutes/Academics Institutions, Trusts, Hospitals, Self Help Groups, Govt./Semi Govt./Autonomous Organizations, Mahila Mandals, Professional Consultancy Organizations etc.
- The Corporate Social Responsibility activities undertaken by the Company will be monitored by the Corporate Social Responsibility Committee duly constituted by the Board. The committee will be responsible to institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company.

During the year 2020-21, the Company had identified certain projects/activities on which the CSR expenditure for the financial year 2020-21 was made. The activities included promoting health care including preventive health care, facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups, animal welfare etc.

2. Composition of The Corporate Social Responsibility (CSR) Committee:

Sr. No.	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

3. Average net profit of the company for last three financial years (Figures in lacs) : Rs. 616.35 Lakhs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

(Two per cent of Rs. 616.35 Lakhs): Rs. 12.32 Lakhs

Unspent amount from previous year: Rs 00.00 Lakhs

The Company is required to spend Rs. 12.32 Lakhs towards CSR.

5. Details of CSR spent during the financial year.

(a) Total amount spent for the financial year; Rs. 12.33 Lakhs

(b) Amount unspent, if any ; Rs 0.00 Lakhs

(c) Manner in which the amount spent during the financial year::N.A.





Sr. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program s wise (Rs. In Lakhs)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) (Rs. In Lakhs)	Cumulative expenditure upto to the reporting period (Rs. In Lakhs)	Amount spent: Direct or through implementing agency*
1	Skill development projects, Education of Children (Construction & Establishment for Florence Nightingale Educational Society)	Education	Delhi	12.33	12.33	12.33	Florence Nightingale Educational Society

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

7. The CSR Committee do hereby undertakes that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Nitin Bhandari
Sd/-

Nitin Bhandari
(Chairman-CSR Committee)
Managing Director
DIN: 01385065

Sd/-

Vikas Nayar
(Member- CSR Committee)
Director
DIN: 00071047

Place: Ludhiana.
Date: 14.08.2021





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward looking statements whether as a result of new information, future events or otherwise. Actual results, performance or achievements and risks and opportunities could differ materially from those expressed or implied in these statements. Readers are cautioned not to place undue reliance on these statements that speak only as of their date. The following discussion and analysis should be read in conjunction with the Company's financial statement included herein and notes thereto.

a. INDUSTRY STRUCTURE AND FUTURE OUTLOOK/ DEVELOPMENTS

The overall profitability of the Company during the year under review, as compared to the previous year, has been adversely affected due to the unfavourable economic and market conditions prevailing throughout the year in all the business segments on account of disruptions caused by the COVID-19 pandemic and the lockdown pursuant to Govt.'s directives to prevent spread of pandemic. In Textiles it was affected due to weak domestic market conditions throughout the year, and in Paper realizations dropped due to subdued international market conditions. Working and operational parameters at all the plants of the Company were satisfactory during the year.

The Indian Textile Industry is one of the leading textile industries in the world. The textiles and apparels sector is a major contributor to the Indian economy in terms of gross domestic product (GDP), industrial production and the country's total export earnings. Indian Textile market contracted in the FY 21 by around 30% and India's export decreased by around 15%. Apparel formal wear and semi formal wear got more hit than casual wear/lounge wear or home furnishings/made ups since Work-From- Home became a new normal. Though 2020-21 was a challenging year for the textile industry, it has been a learning year and taught us to conduct the business in a different manner. On positive note there have been lot of developments undertaken, including different product mix, introducing several health and hygiene products and exploring new business channels. Even during these torrid times, the business has managed the working capital well.

The cotton yarns and fabrics constitute for about 23 percent of India's Textile and Apparel Exports. India has been able to face the global economic downturn better than most other countries. India's textile industry has a pervasive effect on its economic life. The Indian textile Industry uses a large and diverse range of fibres and yarn, however, cotton is its major input material. Therefore, cotton availability and prices are a major determinant of production efficiency and profitability of textile units. Though the global economy seems to be coming out of the crisis, recovery may be unsteady for a while. The Continuous Improvement and investment in weaving and processing will help to meet the demand of quality textiles, which will give an edge to the Indian textile Industry over competitors. Upgrading technology and infrastructure is an ongoing process and, with the added support of Government bodies it should boost the Indian textile further.

The Textile industry holds a significant position in India by catering to the most basic needs – clothing. The Indian textiles industry is integrated in terms of being extensively engaged in the procurement of raw materials right up to the final production of the actual textile product.

As regards Indian economy, the Indian economy GDP contracted by 7.3% in 2020-21 and has been majorly affected by the COVID-19 pandemic which has affected all over the world economy. During the last quarter of 2020-21 Indian economy showing positive signs and grew by 1.6%. The pandemic has undoubtedly affected India, but with the right economic stimulus and the gradual opening up of the lockdown the situation can be expected to improve.

Readymade garments were amongst the largest contributor to total textile and apparel exports from India. The Ministry of Textiles is encouraging investments through increasing focus on schemes such as Technology Up-



gradation Fund Scheme (TUFS) and other such schemes.

As the Indian Government too, has over the last few months taken some action to revive industrial growth, encourage fresh investment and committed to reforms for industry, our economy in the coming years should regain a trajectory of high growth.

CONCERNS AND THREATS

The unfavorable fluctuations in cotton prices and other input costs make it difficult for Indian exporters to compete in the international market. The unfavorable foreign exchange fluctuations and non-availability of skilled workers also are hurdles faced by the exporters including the Company.

We are trying to focus on cost cutting strategies, development of new markets and maintain the quality of our products to satisfy and exceed the expectations of the market and look forward to a better market sentiment for textiles.

The primary raw material is cotton and cotton yarn, which are being sourced from the domestic market. Cotton is an agricultural product and its supply and quality are subject to forces of nature. Any material shortage or interruption in the domestic supply or deterioration in the quality of cotton due to natural causes or other factors could result in increased production costs, which the industry may not successfully be able to pass on to customers, which in turn would have a material adverse effect on business. There can be no assurance that the price levels of cotton will remain favorable. Any increase in cotton prices would have a material adverse effect on the industry.

However, the Company has over the years developed considerable expertise in responding to the changes in prices & demand. Due to company's integration & order based pricing, the company is generally able to pass on the increase in raw material prices to its customers.

OPPORTUNITIES

The good thing about Indian economy and textile industry is that both are more insulated from the effects of world recessions or financial crisis. Around 70 percent of India's garment exports are towards its traditional markets of the US and the EU. However, apparel exporters are currently on the lookout for new markets. To reduce dependence on traditional markets like the US and Europe, apparel exporters are exploring new markets in Japan, West Asia, Africa, Middle East and Australia.

The Online Retail boom in India is credited more to domestic consumers and it is not export driven. Internal consumption of India is very strong, compared to China which depends largely on exports, which has the potential danger of turning into a threat. 60 percent of retail sales in India catering to the domestic market, in fact acts as a shield to the Indian retailer at large.

The need is now that the Government should support in terms of higher duty draw back rates to offset cost disadvantages in India. Side by side it should go for a faster formulation and implementation of sound policies for supporting textile sector. It is expected that the Govt. of India will take suitable steps and adopt suitable policies to boost the Indian textile industry. The apparel industry provides employment to about seven million people, out of which almost half of them are engaged in the export sector. Still there are wide opportunities available to Indian Industry not only to grow in international markets but also domestically.

The Government proposes to increase the investment in this sector to generate more employment through various schemes viz. Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS), Integrated Skill Development Scheme (ISDS), Technology Mission on Technical Textiles (TMTT).



India's textiles and clothing industry is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports worldwide. It is expected that the production as well as exports of textile products will increase in the coming years.

As expected, some customers in USA and Europe have started shifting textile business from China to India, Bangladesh, Vietnam, etc. Further brands focus has changed to sustainable product lines which can satisfy fashion needs also. We are preparing ourselves to take the advantage of both these changing trends.

b. COMPANY'S GROWTH PROSPECTS AND NEAR TERM OUTLOOK

The future seems to be good for the Indian Textile Industry both at domestic and international levels as India is still maintaining itself as an attractive destination for retail industry and foreign investments. While it is not possible to fully escape the impact of the global uncertainties, the Indian economy is better placed than many to withstand the shock.

During the year under review, the business and economic environment in India and other emerging countries remained challenging. The year witnessed the event of COVID-19 Pandemic which has affected the business severely and has also impacted the Consumer demand.

The markets your Company serves are undergoing a massive disruption due to the outbreak of COVID-19. The situation caused by the COVID-19 pandemic continues to evolve and the effects on such markets remain uncertain. The outlook going forward will depend, in addition to other factors, on how COVID-19 continues to affect the global economy.

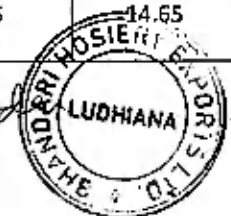
Global market outlook is still not clear because of the new strain of Corona virus, world-wide. Vaccination drive has started and there is hope to cover most of the population by 2nd quarter across the globe. Our Product mix are more focused on sustainability having innovative finishes and accordingly we are ready to cater to the market, once domestic and international markets reopens in full swing.

c. FINANCIAL ANALYSIS AND REVIEW OF OPERATIONS:

The financial results of the Company during the year are as under:

PARTICULARS	(Rs. in Lacs)	
	2020-21	2019-20
Total Income	22,606.49	27,753.51
GROSS PROFIT before interest depreciation and tax	1825.82	2150.24
Less: Financial expenses	1073.81	1022.61
Less: Depreciation and preliminary exp. written off	539.78	501.44
PROFIT BEFORE TAX	212.23	626.18
Less: Provision for tax	(45.34)	(95.00)
PROFIT AFTER TAX	166.89	531.18
Add: Balance brought forward	4077.75	3564.25
Less : Previous Years amounts transferred	0.00	0.00
Amount available for appropriation(s)	4244.64	4095.44
Appropriation:		
-Proposed Dividend on Equity shares @ Rs. 0.01/- per Equity Share (i.e. 1%) (Refer Note (i) below)	14.65	14.65

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-Tax on Proposed Dividend	--	2.98
Balance carried to Balance Sheet	4229.99	4077.76
Note: (i) Proposed Dividend on Equity Share		
Proposed Dividend for the year ended 31 st March, 2019 @ Rs. 0.01/- per Equity Share (i.e. 1%)	14.65	14.65
Dividend Distribution Tax on proposed dividend	--	2.983
"The Board of Directors of the Company has proposed final dividend of Rs. @ Rs. 0.01/- per Equity Share (i.e. 1%), which is subject to the approval by the shareholders at the ensuing Annual General Meeting. In accordance with the revised Indian Accounting Standard – 'Contingencies and Events occurring after the Balance Sheet Date' (effective from 01.04.2016), proposed dividend for the year and Corporate Dividend Tax thereon has not been recognized as a distribution of profit in the current year's accounts."		

TURNOVER AND PROFITS

Despite challenging global and Indian scenario among the COVID -19 Pandemic, the Company recorded decrease in its turnover as well as in profit after taxes. During the year 2020-21, your Company was able to achieve turnover of Rs. 22606.49 Lacs as against Rs. 27753.21 Lacs in the previous year, showing a decrease of 18.54% over the previous year. The Profits after Tax of the Company for the year ended 31.03.2021 has been at Rs. 166.89 Lacs as against Rs. 531.18 Lacs in the previous year showing the decrease in profit of 68.58% in comparison to the previous year. The Exports of the Company for the financial year ended 31st March, 2021 were Rs. 972.84 Lacs as against Rs. 1377.91 Lacs in the previous year, showing decrease from the previous year.

KEY FINANCIAL RATIOS

	UNIT	YEAR ENDED 31.03.2021	YEAR ENDED 31.03.2020	% CHANGE
Debt Equity Ratio	Times	1.43	1.42	07.04
Current Ratio	"	1.62	1.45	08.52
Receivables Outstanding in Days to Sales	Days	80	62	29.03
Inventory in days to Cost of goods sold	"	130	101	28.71
Interest Coverage Ratio	Times	1.73	2.20	-21.36
Operating Profit Margin	%	5.68	5.94	-4.37
Net Profit Margin	%	0.73	1.19	-38.65

d. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has evolved a system of internal controls commensurate with its size and scale of operations, to ensure that the assets are safeguarded and transactions are authorized, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical reviews by the outside chartered accountancy firms which evaluate the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness. The scope of internal audit covers a wide variety of operational methods and, as a minimum, ensures compliance with specified standards with regard to availability and suitability of policies and procedures, extent of adherence, reliability of management information system and authorization procedures including steps for safeguarding of assets. The reports of internal audit are placed before Audit Committee of the Directors. Audit Committee reviews such audit findings and the adequacy of internal control systems. The Statutory Auditors and the Internal Auditors of the Company also interact with the Audit Committee to share their findings and the status of corrective actions under implementation.

e. DEVELOPMENTS ON HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The year under review has seen changes in the policies and procedures to make the organization high performing and successful. The Company has always valued its human resources and believes in optimum potential of each employee. During the period under review, the industrial relations were cordial without any disruptions of manufacturing activities. Additional appointments were made during the period under review as on 31st March,



2021, the Company had 386 employees on rolls.

f. RISKS, THREATS AND RISK MANAGEMENT

Your Company faces general risks inherent in any business including political, legal, geographical, economical and environmental and competition risks and takes appropriate steps to mitigate them and reduce their impact to the extent possible. The exports of the company are subject to set legal procedures and Govt. Rules, approvals and regulations and any change in them may affect the business of the Company. Raw material prices also affect the financial performance of the company.

RISKS AND THREATS

The opening of the international markets has thrown a host of opportunities with unique set of challenges. Today we can take justifiable pride in having joined the ranks of the US\$ trillion economies of the world. The change being witnessed can be attributed to several factors including increasing purchasing power of the masses, shifts in the buying behavior, demography dynamics, and growing urbanization, opening up of the retail segment to private and foreign players and changing trends/lifestyle. Investments in the textile sector have increased significantly over the last three to four years.

The Indian textile sector faces a number of challenges, foremost being fluctuating cotton and raw material prices, infrastructure and inflexible labour laws. Inflow into India of spurious fabric material, counterfeit, fake and misleading selvedge descriptions continues. However, recognizing the threat these spurious imports poses, if continued unchecked, the government has taken a number of steps to check the inflow of such products.

Textile being a labour intensive industry, rising labor and skilled human resource costs can put pressure on margins. In order to take advantage of quota-free era, textile and apparel industry require huge investments in infrastructure and also Government's support by various incentives, relaxation and promotions etc, to improve efficiencies and productivity and reduce costs.

g. OPPORTUNITIES AVAILABLE TO THE COMPANY

The Indian Textile industry is expected to get momentum in the coming times. The Company is committed to increase its productivity and bring overall modernization in the manufacturing process. The Company also undertook implementation of RO/ZLD Plant with a view to save water and make industry more environment friendly. The Company is also considering manufacture of allied products in the textile sector.

h. SUBSIDIARY

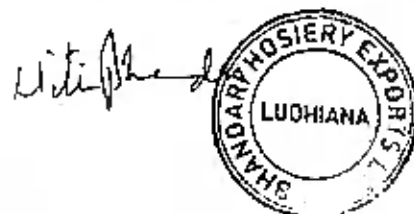
There is no Subsidiary/holding/Associate Company of the Company.

i. SEGMENT WISE PERFORMANCE

The operations of the Company comprise of only one segment i.e. Textiles, therefore the whole position as depicted are in respect of the said segment. In respect of other commercial disclosures, the Notes on Accounts and the Schedules are self explanatory and can be referred to.

j. RISK MANAGEMENT POLICY IMPLEMENTATION

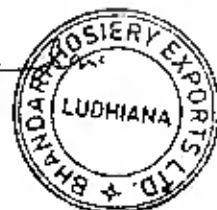
In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes. Your company has identified the following risks:





Key Risk	Impact to Bhandari Hosiery Exports Limited	Mitigation Plans
Commodity Price Risk	Risk of price fluctuation on basic raw materials like cotton, yarn, Chemicals, power as well as finished goods used in the process of manufacturing	The Company commands excellent business relationship with the buyers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value added products helps in lowering the impact of price fluctuation in finished goods.
Uncertain global economic environment –slow growth in global economy	Impact on demand and realization of Exports of garments.	Garments wear by its very nature is not affected by slow downs/recessions.
Interest Rate Risk	Any Increase In Interest rate can affect the finance cost	Dependence on debt is kept optimum.
Foreign Exchange Risk	Your company exports its products to African and other European countries. Any volatility in the currency market can impact the overall profitability	The Company commands excellent business relationship with the buyers. In case of major fluctuation either upwards or downwards, the matter are mutually discussed and compensated both ways.
Human Resources Risk	Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non-availability of the required talent resource can affect the overall performance of the Company	By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. By putting in place production incentives on time bound basis and evaluating the performance at each stage of work. We do not anticipate any major issue for the coming five years.
Competition Risk	Your company is always exposed to competition Risk from Asian Countries like Sri Lanka, China, Taiwan, and other African Countries. The increase in competition can create pressure on margins, market share etc	By continuous efforts to enhance the brand image of the Company by focusing on modernization, quality, Cost, timely delivery and customer service. By introducing new product range commensurate with demands your company plans to mitigate the risks so involved.
Compliance Risk-Increasing regulatory requirements	Any default can attract penal provisions	By regularly monitoring and review of changes in regulatory framework. By monitoring of compliance through legal compliance Management tools and regular Internal audits.
Industrial safety and employee's health and safety risk.	The Garmenting Industry is labour intensive and are exposed to accidents, health and injury risk due to machinery breakdown, human negligence etc	By development and implementation of critical safety standards across the various departments. The Company has also maintained WRAP, BSCI, C-TPAT Certifications, GOTS and OEKO-Tex by complying to various safety and health norms. The Company has taken steps to ensure the health and safety of its employees and customers

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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, 2021, 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 include 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 stakeholder's 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.

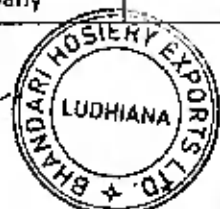
2. BOARD OF DIRECTORS

(i) **COMPOSITION:** At present, the Board of Directors of the Company consists of 6 Directors. One is Executive Chairman & Mg. Director. Three are independent Director and Two 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 2020-21, the Board met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021. 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

At the place of





Mr. Nitin Bhandari	Chairman & Mg. Director	Promoter Director	5	Yes	NIL	NIL	
Mr. Vikas Nayyar	Director	Non-Executive Director	5	Yes	NIL	NIL	
Mr. Rajesh Kumar	Director	Non-Executive Director	5	Yes	NIL	NIL	
Mr. Surinder Kumar Kapoor	Director	Non-Executive Independent Director	5	Yes	NIL	NIL	
Mrs. Geetika Bhalla	Director	Non-Executive Independent Director	4	Yes	NIL	NIL	
Mr. Kunal Verma	Director	Non-Executive Independent Director	2	NA	NIL	NIL	

Brief Profile of Directors:

NAME OF DIRECTOR	MRS. GEETIKA BHALLA (INDEPENDENT DIRECTOR)	MR. NITIN BHANDARI (CHAIRMAN & MG. DIRECTOR)	MR. VIKAS NAYAR (NON-EXECUTIVE DIRECTOR)	MR. SURINDER KUMAR KAPOOR (INDEPENDENT DIRECTOR)	MR. RAJESH KUMAR (NON-EXECUTIVE DIRECTOR)	MR. KUNAL VERMA (INDEPENDENT DIRECTOR)
DIN	08805488	01385065	00071047	08442523	05160964	08918691
DATE OF BIRTH	29.12.1982	24.0.1983	11.10.1973	26.04.1956	20.02.1971	17.11.1997
DATE OF APPOINTMENT	18.08.2020	23.11.2009	29.10.2004	01.06.2019	17.03.2020	09.11.2020
QUALIFICATION	MA (Marketing)	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 Relations)	Graduation
SHAREHOLDING IN THE COMPANY	NIL	25178300 (17.18%)	NIL	NIL	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS OF THE COMPANY	NIL	NIL	NIL	NIL	NIL	NIL
DIRECTORSHIP/ CHAIRMANSHIP IN OTHER PUBLIC COMPANIES	NONE	NONE	NONE	NONE	NONE	NONE
MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF BOARD OF OTHER COMPANIES	NIL	NIL	NIL	NIL	NIL	NIL



EXPERTISE	Mrs. Geetika Bhalia aged 39 years has done her MBA in marketing. She has vast experience of 15 years in the field of marketing and finance. Also she has work experience in field of industrial relations and human resource management.	Mr. Nitin Bhandari aged 36 years has done Master of Business Administration 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 20 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 64 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 50 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 skills shall be of value for the management of the Company.	Mr. Kunal Verma a qualified person, an entrepreneur and having good knowledge of day to day business operations.
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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 Judgment, 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.

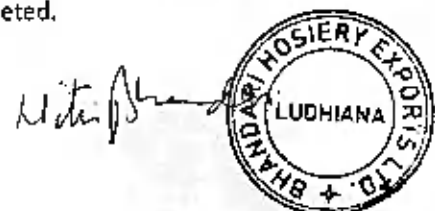
INDEPENDENT DIRECTORS' MEETING:

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 09.11.2020 and 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 2020-21 has been completed.





CODE OF CONDUCT:

The Board of Directors of the Company has 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, 2021 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, 2021. 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 2020-21 The Audit Committee consisted of 3 directors as under:

- | | | |
|------------------------------|---|---|
| 1. Mr. Surinder Kumar Kapoor | - | Chairman (Non-Executive and Independent Director) |
| 2. Mrs. Geetika Bhalla | - | Member (Non-Executive and Independent Director)* |
| 3. Mr. 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, 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 Company Secretary of the Company is Secretary of this Committee and is the Compliance Officer of the Company. During the year 2020-21, the Stakeholders Relationship Committee met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021 which were attended by all the Members respectively.



*Mrs. Geetika Bhalla appointed w.e.f. 18.03.2020.

Note: Mr. Rajesh Kumar was appointed as interim member of Audit Committee after the resignation of Mrs. Vibha Sharma w.e.f. 17.03.2020. Further in the board meeting held on 18.08.2020 Audit Committee was re-constituted with the appointment of Mrs. Geetika Bhalla as member in place of Mr. Rajesh Kumar.

(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 consists of following Directors:

- | | |
|------------------------------|--|
| 1. Mr. Vikas Nayar | Chairman (Non-Executive Director) |
| 2. Mr. 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 2020-21, the Stakeholders Relationship Committee met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021 which were attended by all the Members respectively.

During the financial year, the Company had not received any complaint. The Company's complaint redressal systems are in order. There is no pendency in respect of shares received for transfer during the year 2020-21. The Company has designated E-mail 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 2020-21 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. Geetika Bhalla | -Member/ Non Executive & Independent Director* |
| 3. Mr. Vikas Nayar | -Member/Non Executive Director |
| 4. Mr. Nitin Bhandari | -Member/Executive Director |

The Company Secretary of the Company is Secretary of this Committee and is the Compliance Officer of the Company. During the year 2020-21, the Stakeholders Relationship Committee met 5 times on 30.06.2020, 18.08.2020, 11.09.2020, 09.11.2020 and 13.02.2021 which were attended by all the Members respectively.

*Mrs. Geetika Bhalla appointed w.e.f. 18.08.2020.

Mr. Rajesh Kumar was appointed as interim member of Audit Committee after the resignation of Mrs. Vibha Sharma w.e.f. 17.03.2020. Further in the board meeting held on 18.08.2020 Nomination and Remuneration Committee was re-constituted with the appointment of Mrs. Geetika Bhalla as member in place of Mr. Rajesh Kumar.

Nitin Bhandari





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 2020-21, 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 2020-21. 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 :

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

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 2020-21 three Meetings of CSR Committee were held on 18.08.2020, 09.11.2020 and 13.02.2021 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.

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:

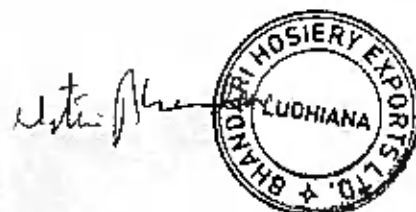
- i. A Non Executive Independent Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment 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 21.11.2023. The Board of Directors, have, in their Meeting, held on 18.08.2020 re-appointed him as Chairman & Mg. Director of the Company at remuneration of Rs. 4 (four) lacs per month, for a period of 3 year w.e.f. 22.11.2020 as recommended by Nomination and Remuneration Committee, along with approval of Members at the 27th Annual 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 2020-21, 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 lakhs) 2020-21	Total (Amt. in lakhs) 2019-20
			(4)	(5)
(1)	(2)	(3)		
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	165.72	467.81
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	345.33	306.03
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	0	782.35
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	1112.61	75.52
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Anthrilo Design House	46.56	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 Textiles Mills	0	28.08
		Pic		
Reimbursement of Expenses	Nitin Bhandari and his Relatives	Tikanl Exports Limited	43.69	10.32
Closing bal of Loan from Mr. Nitin Bhandari, Mg. Director	Nitin Bhandari and his Relatives	Sr. 1 to 4 at point B above	909.00	909.00

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.

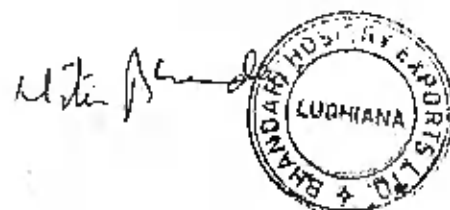
B. DISCLOSURES

- During the financial year ended 31st March, 2021 there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- During the year non compliance in connection to Regulation 17(1) and Regulation 18 and Regulation 19 was complied with appointment of Mr. Kunal Verma and Mrs. Geetika Bhalla on 09.11.2020 and 18.08.2020 respectively. The BSE had levied fine of Rs. 11,90,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with BSE. The NSE had levied fine of Rs. 12,52,000/- (plus 18% GST) and Rs. 1,95,000/- (plus 18% GST) for which company has filed waiver application with NSE. Both the stock exchanges have not intimated its decision on the subject yet, till the date of the Director's Report 2021.
- The Company has announced Whistle Blower policy. All the personnel of the company have the access to the Audit Committee.
- The Company has complied with the mandatory requirements of the Listing Regulation.
- The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.
- 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.
- 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.
- During the financial year ended 31st March, 2021 the company did not engage in commodity hedging activities.

C. COMPLIANCE

- There has been no instance of non-compliance of any requirement of Corporate Governance Report.
- The Company has fully complied with the applicable requirements specified in Reg. 17 to 27 and clause (b) to (l) of sub-regulation (2) of regulation 46.
- 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 2020-21.

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 31.03.2021

a. SHARES

1. Mr. Vikas Nayyar	Nil
2. Mr. Rajesh Kumar	Nil

b. CONVERTIBLE INSTRUMENTS

There are no outstanding convertible Instruments as at 31.03.2021.

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 2020-21, 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 2020-21, 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:

Uttam Kumar





Meeting	Day	Date	Time	Venue	No. of Special Resolutions
27 th AGM	Monday	28.09.2020	9.30 A.M.	Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007 (Pb.)	2
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

- (ii) No Extra Ordinary General Meetings were held during the financial year 2020-21.
- (iii) Number of resolutions passed through postal ballot during the financial year 2020-21 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, 2021.

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 (ATRS) 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. 28th ANNUAL GENERAL MEETING

DATE : 30.09.2021
TIME : 9.30 A.M.
DAY : Thursday
VENUE : Regd. Office At Bhandari House, Village Meharban, Rahon Road, Ludhiana- 141007 PB. INDIA

B. FINANCIAL CALENDAR 2021-22 (TENTATIVE)

FIRST QUARTER RESULTS : MIDDLE OF AUGUST, 2021
SECOND QUARTER RESULTS : MIDDLE OF NOVEMBER, 2021
THIRD QUARTER RESULTS : MIDDLE OF FEBRUARY, 2022
FOURTH QUARTER RESULTS AND YEARLY : MIDDLE OF MAY, 2022
ANNUAL ACCOUNTS/NOTICE : AUGUST, 2022

- C. 1. BOOK CLOSURE DATES : 24.09.2021 TO 30.09.2021 (BOTH DAYS INCLUSIVE)
2. CUT OFF DATE : 23.09.2021
3. LAST DATE OF RECEIVING PROXY : 28.09.2021





4. E-VOTING START DATE : MONDAY, THE 27TH SEPTEMBER, 2021 (9.00 A.M.)
5. E-VOTING END DATE : WEDNESDAY, THE 29TH SEPTEMBER, 2021 (5.00 P.M.)

D. FINAL DIVIDEND PAYMENT DATE :

Dividend, if any, declared in the next AGM will be paid on or after 30th September, 2021 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:

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

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

The Company has duly paid the Listing fees to the aforesaid Stock Exchanges upto Financial Year 2021-22.

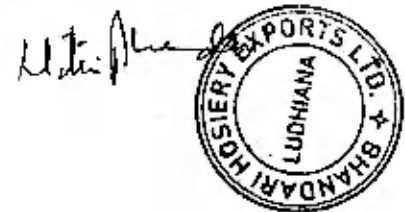
F. STOCK MARKET DATA

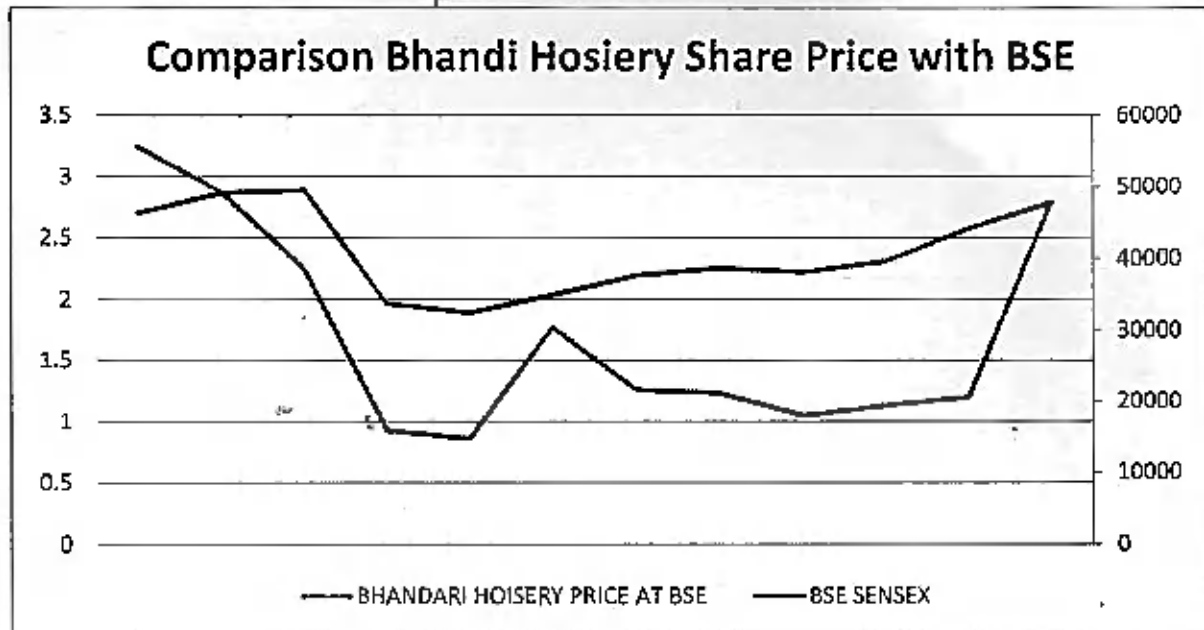
The month wise highest, lowest and closing stock prices vis a vis BSE Sensex during the financial year 2019-20 are given below:

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-20	1.12	0.7	0.93	33887.25	27500.79	33717.62	1.10	0.70	0.95	9,889.05	8,653.90	9,859.90
May-20	0.99	0.83	0.86	32845.48	29968.45	32424.1	0.95	0.80	0.85	9598.85	8,806.75	9580.30
Jun-20	1.87	0.85	1.77	35706.55	32348.1	34915.8	1.75	0.85	1.75	10553.15	9,544.35	10302.10
Jul-20	1.8	1.12	1.26	38617.03	34927.2	37606.89	1.80	1.10	1.25	11341.40	10299.60	11073.45
Aug-20	1.39	1.19	1.23	40010.17	36911.23	38628.29	1.40	1.20	1.25	11794.25	10882.25	11387.50
Sep-20	1.25	0.99	1.05	39359.51	36495.98	38067.93	1.25	1.00	1.05	11618.10	10790.20	11247.55
Oct-20	1.3	1.00	1.13	41048.05	38410.2	39614.07	1.25	1.00	1.10	12025.45	11347.05	11642.40
Nov-20	1.25	1.05	1.20	44825.37	39334.92	44149.72	1.25	1.00	1.20	13145.85	11557.40	12968.95
Dec-20	2.79	1.2	2.79	47896.97	44118.1	47751.33	2.65	1.20	2.65	14024.85	12962.80	13981.75
Jan-21	4.78	2.77	3.24	50184.01	46160.46	46285.77	4.65	2.70	3.25	14753.55	13596.75	13634.60
Feb-21	3.32	2.38	2.87	52516.76	46433.65	49099.99	3.25	2.35	2.85	15431.75	13661.75	14529.15
Mar-21	3.00	2.18	2.25	51821.84	48236.35	49509.15	2.95	2.15	2.25	15336.30	14264.40	14690.10

BHANDARI SHARE PRICE

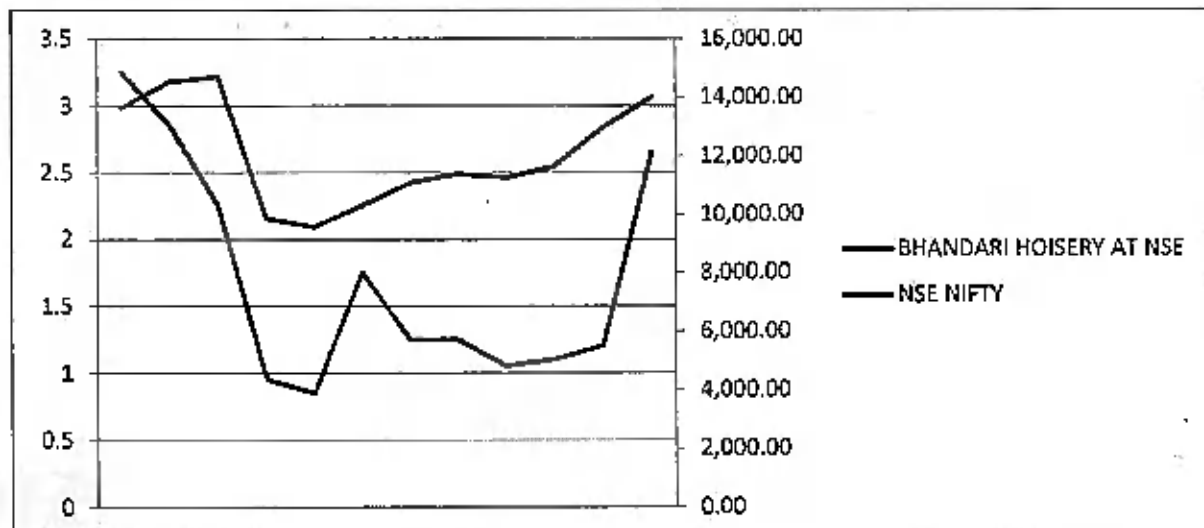
SENSEX





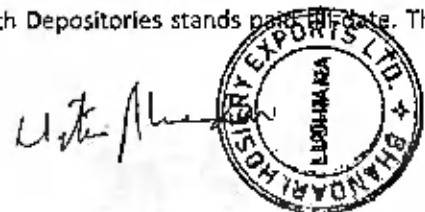
BHANDARI SHARE PRICE

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 de-materialization 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 Stakeholder's 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 31.03.2021

J.

Sr. No.	Shares Range			Number of Holders	% of Total Holders	No. of Shares	% of Shares
1	1	to	500	6630	38.3769	1154635	0.7880
2	501	to	1000	2464	14.2626	2247559	1.5339
3	1001	to	2000	4124	23.8713	6118352	4.1756
4	2001	to	3000	878	5.0822	2372997	1.6195
5	3001	to	4000	379	2.1938	1418787	0.9683
6	4001	to	5000	763	4.4165	3690139	2.5184
7	5001	to	10000	1011	5.852	8237651	5.6219
8	10001	to	Above 10001	1027	5.9447	121286830	82.7744
Total				17276	100.00	146526950	100.00

K. 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.

L. SHAREHOLDING PATTERN OF THE COMPANY AS ON 31.03.2021

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	3,98,194	0.27
Nationalised Bank	0	0
Private Corporate Bodies	30,41,204	2.08
Non Resident Indians	44,93,518	3.06
Central/ State Govt.	0	0
Indian Public	10,16,26,372	69.36
Clearing Members	4,14,530	0.28
GRAND TOTAL	146,526,950	100.00

M. SHAREHOLDING OF DIRECTORS AS ON 31.03.2021



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 31.03.2021	
Mr. Nitin Bhandari	25178300	(17.18%)
Mrs. Vibha Sharma	NIL	
Mr. Vikas Nayar	NIL	
Mr. Surinder Kumar Kapoor	NIL	
Mr. Rajesh Kumar	NIL	
Mr. Kunal Verma	NIL	

N. DEMATERIALISATION OF SHARES:

As on 31.03.2021 approx. 97.25% shares comprising 14,25,07,850 equity shares were dematerialized.

O. COMPLIANCE OFFICER:

Mr. Daljeet Singh, Company Secretary, Phones +91-88720-16434, Fax 0161-2890394, Email: cs@bhandariexport.com; investor@bhandariexport.com

P. CHAIRMAN & MG. DIRECTOR:

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

Q. CHIEF FINANCIAL OFFICER (CFO):

Mr. Manoj Kumar, Phones 88720-16410.

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

S. GREEN INITIATIVE

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.

T. 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. 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 then 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.

U. OUTSTANDING GDRS/ADRS/WARRANTS

The company has not issued GDRs/ ADRs/Warrants as of March 31, 2021.

V. PLANT LOCATIONS:

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

V. ADDRESS FOR CORRESPONDENCE:





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

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, 2021 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 and on behalf of the Board of Directors
Bhandari Hosiery exports Limited

sd/-

(Nitin Bhandari)

Chairman & Managing Director

Place: Ludhiana

Date: 14.08.2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members,

Bhandari Hosiery Exports Limited,
Ludhiana

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bhandari Hosiery Exports Limited having CIN: L17115PB1993PLC013930 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of Issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary, the explanations





furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31st 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	DIN
1.	Shri Nitin Bhandari	01385065
2.	Shri Vikas Nayyar	00071047
3.	Mr. Surinder Kumar Kapoor	08442523
4.	Mr. Rajesh Kumar	05160964
5.	Ms. Geetika Bhalla	08805488
6.	Mr. Kunal Verma	08918691

Ensuring the eligibility of, for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Rajeev Bhambri & Associates

Sd/-

(Rajeev Bhambri)

Proprietor

Company Secretary in whole time practice

FCS 4327

C.P. No. 9491

UDIN: F004327C000772138

Dated: 12.08.2021

Place: Ludhiana

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To

The Board of Directors,

BHANDARI HOSIERY EXPORTS LIMITED

As required under the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations] read with Schedule II part B of the Listing Regulations, we hereby certify that;

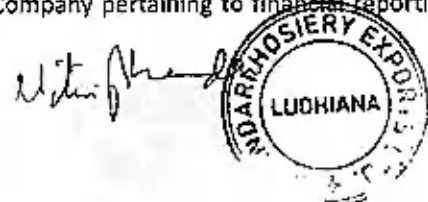
(A) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief;

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2. these statements together present a true and fair view of the Company's affairs and are in compliance with Indian accounting standards, applicable laws and regulations.

(B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

(C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and





we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to take to rectify these deficiencies; and
(D) We have indicated to the auditors and the Audit committee;

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Place: Ludhiana
Date: 14.08.2021

Nitin Bhandari
Chairman & Managing Director

Sd/-
Manoj Kumar
CFO

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
THE MEMBERS
BHANDARI HOSIERY EXPORTS LIMITED

We have examined the compliance of conditions of Corporate Governance by BHANDARI HOSIERY EXPORTS LIMITED (the Company), for the year ended on 31st March, 2021 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the BSE Limited and NSE.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the BSE Limited and NSE.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: LUDHIANA
DATE: 14.08.2021



Sd/-
(MANOJ JAIN)
Partner
M.NO.091621
UDIN: 21091621AAAAGH5738



INDEPENDENT AUDITOR'S REPORT

The Members of
BHANDARI HOSIERY EXPORTS LIMITED,
LUDHIANA.

Report on the Financial Statement

Opinion

We have audited the accompanying Ind AS financial statements of **BHANDARI HOSIERY EXPORTS LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, including other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note No.2.3(C) to the Ind AS financial statement, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. The actual results may differ from such estimates depending on future developments. Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our Auditor's Report thereon.

Our opinion on Ind AS financial statements does not cover other information and we do not express any form of assurance conclusion thereon.

Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles



generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Handwritten signature





We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts;

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) on the basis of written representation received from the directors as on March 31st 2021, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st 2021, from being appointed as a director in terms of Section 164(2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure 2 to this report.

(g) In our opinion the managerial remuneration for the year ended March 31, 2020 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

(h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:-

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any.

ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.

PLACE: LUDHIANA
DATE: 23.06.2021



Signature

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-

(MANOJ JAIN)

Partner

M.NO.091621

UDIN: 21091621AAAAFK6895



The Annexure 1 of the Independent Auditor's Report of even date on the financial statements of BHANDARI HOSEY EXPORTS LIMITED

Report on the Companies (Auditor's Report) Order, 2016 ('the Order') under sub-section (11) of section 143 of the Act

On the basis of such checks, as, we considered appropriate, and, according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a regular programme of physical verification of the fixed assets at reasonable intervals. In accordance with this programme, certain fixed assets were verified during the year, and, no material discrepancies were noticed on such verification.
(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
2. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly the provisions of clause 3 (iii) (a) (b) (c) of the Order are not applicable to the Company and hence not commented upon.
4. According to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which provision under Section 185 and 186 of the Companies Act, 2013. Therefore, the provision of clause 3(iv) is not applicable to the Company.
5. The Company has not accepted any deposits from the public. Therefore, the provisions of Clause 3(v) of the order are not applicable to the Company.
6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of products, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, customs duty, cess, Goods and Service Tax and other statutory dues with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no undisputed amounts outstanding of provident fund, employees state insurance, income-tax, cess, customs duty, Goods and Service Tax.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The company has raised loans from the banks. The Company has not taken any loan either from financial institution or from the government.
9. According to the information and explanations given to us, the Company has not raised any money by way of Initial public offer or further public offer (including Debt instruments). Accordingly the provisions of clause 3(ix) of

Udit Bhandari





the Order is not applicable to the Company. The company has raised term loans from banks for installation of the machinery.

10. Based on the audit procedure performed for purpose of reporting the true and fair view of the Ind AS financial statement and according to the information and explanation given by the management, we report that no fraud by the Company, or no material fraud on the company by officers and employees of the company has been noticed or reported during the year.

11. According to the information and explanation given by the management, the managerial remuneration has been paid / provided in accordance with the recognised appraisal mandated by the provisions of the section 197 read with Schedule V of the Companies Act, 2013.

12. In our opinion, and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provision of clause 3(xii) is not applicable to the Company.

13. According to the information and explanation given by the management, the Company's transactions with its related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and, the details have been disclosed in the Notes to Financial Statements, as required by the applicable accounting standards.

14. According to the information and explanation given to us, and on an overall examination of balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting requirement under clause 3(xiv) are not applicable to the company and hence no commented upon.

15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors, or, persons connected with him as referred to in section 192 of the Companies Act, 2013.

16. According to the information and explanations given to us, the provision of the section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE: LUDHIANA

DATE: 23.06.2021

Sd/-
(MANOJ JAIN)

Partner

M.NO.091621

UDIN: 21091621AAAAFK6895





Annexure – 2 to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BHANDARI HOSIERY EXPORTS LIMITED ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide



reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Explanatory Paragraph

We also have audited, in accordance with the Indian Accounting Standards issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act, the financial statements of Company which comprise in the Balance Sheet as at March 31, 2020, and the related statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated 31.03.2021 expressed an unqualified opinion thereon.

**For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS**

PLACE: LUDHIANA

DATE: 23.06.2021

**Sd/-
(MANOJ JAIN)**

Partner

M.NO.091621

UDIN: 21091621AAAAFK6895





Bhandari Hosiery Exports Ltd.

Sustainable Innovation
Design • Fabric • Garments**BHANDARI HOSIERY EXPORTS LTD.**

Statement of Assets and Liabilities as on 31.03.2021

(Amt In Lacs)

Particulars	Notes	As at 31.03.2021	As at 31.03.2020
Accounting Policy	1		
Notes To Accounts	2		
ASSETS			
Non Current Assets			
Fixed Assets			
a. Property, Plant & Equipments	3	5976.71	6525.13
b. Capital Work In Progress		226.43	5.47
c. Intangible Assets		1.24	1.24
d. Financial Assets			
i. Investments		-	-
ii. Loans		-	-
iii. Other Financial Assets		-	-
e. Other Non Current Assets		-	-
f. Deferred Tax Assets		-	-
Total Non Current Assets		6204.39	6531.86
Current Assets			
a. Inventories	4	7657.59	7222.36
b. Financial Assets			
i. Investments			
ii. Trade Receivables	5	5118.44	53,31.84
iii. Cash & Cash Equivalents	6	224.89	95.97
iv. Bank Balances other than iii above			
v. Loans & Advances	7	38.13	37.04
vi Other Financial Assets			
c. Other Assets	8	1485.80	1294.33
Total Current Assets		14524.88	13981.57
TOTAL ASSETS		20729.28	20513.43
EQUITY & LIABILITIES			
EQUITY			
Equity Share Capital	9	1465.26	1465.26
Other Equity	10	6077.79	5925.55
Total Equity		7543.06	7390.82
LIABILITIES			
Non Current Liabilities			
a. Financial Liabilities			
i. Borrowings	11A	3874.64	3430.06
ii. Other Financial Liabilities			
b. Provisions			
c. Deferred Tax Liability	12	383.95	375.69
d. Other Non Current Liabilities			
Total Non Current Liabilities		4258.59	3805.76
Current Liabilities			
a. Financial Liabilities			
i. Borrowings	11B	6954.28	7065.09
ii. Trade payables	13	857.80	1099.61
iii. Other Financial Liabilities			
b. Other Current Liabilities	14	1038.57	1045.89
c. Provisions	15	76.95	106.23
d. Current tax liabilities/net			
TOTAL		8927.61	9316.84
		20729.28	20513.43

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.06.2021

See accompanying notes to the financial statements.

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

Sd/-

(Manoj Kumar)

Chief Financial Officer

sd/-

(Daljeet Singh)

Company Secretary

sd/-

(Nitin Bhandari)

Chairman & Mg. Director

23.06.2021





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

BHANDARI HOSIERY EXPORTS LTD.

Profit & Loss Account for the year ended 31.03.2021

(Amt in lacs)

Particulars	NOTE	As at 31.03.2021	As at 31.03.2020
I Revenue			
Revenue from operation	16	22579.23	27743.01
II Other Income	17	27.25	10.49
III Total Revenue		22606.49	27753.50
IV Expenses			
Cost of Material Consumed	18	17482.46	22053.38
Changes in inventory of finished goods, work in process stock in trade	19	130.55	(218.92)
Employees benefit expense	20	917.15	1019.08
Finance cost	21	1073.81	1022.61
Other Expenses	22	2250.48	2749.72
Depreciation expense	3	539.78	501.44
TOTAL		22394.25	27127.32
V Profit before exceptional and extraordinary item & tax (III-IV)		212.23	625.18
VI Exceptional items			
VII Profit before extraordinary item (V-VI)		212.23	626.18
VIII Extraordinary Items			
IX Profit before tax (VII-VIII)			
X TAX EXPENSES			
Current Income Tax/MAT		37.08	75.00
Deferred Tax		8.26	20.00
Wealth Tax			
Excess(short) Provisions Income tax of earlier years			
XI Profit/(Loss) for the period from continuing operations (IX-X)		166.89	531.18
XII Profit/(Loss) for the period from discontinuing operations (IX-X)		NIL	NIL
XIII Surplus carried over to Balance Sheet		166.89	531.18
XIV Net Profit available for Equity Shareholders		166.89	531.18
Number of equity shares (in actual figures)		146526950	146526950
XV Basic Earning per Share of Rs. 1/- each		0.11	0.36
Diluted Earning per Share of Rs. 1/- each		0.11	0.36

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.05.2021

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

sd/-

(Manoj Kumar)

Chief Financial Officer

sd/-

(Daljeet Singh)

Company Secretary

sd/-

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385065





BHANDARI HOSIERY EXPORTS LTD.

Statement of Cash Flow statement year ended 31.03.2021 (Amt in lacs.)

CASH FLOW FROM OPERATING ACTIVITIES	As at 31.03.2021	As at 31.03.2020
Net profit before tax and extraordinary items	212.23	626.18
Adjustments for		
Depreciation after written back	539.78	501.44
Less : Other Incomes	(27.25)	(10.49)
Interest & financial expenses	1073.81	1022.61
Adjustments against Reserve & surplus	-	-
Operating profit before working capital changes	1798.57	2139.75
Adjustment for :		
Decrease / Increase (-) in debtors & receivables	20.83	(1092.84)
Decrease / Increase (-) in inventories	(435.22)	(330.63)
Increase / Decrease (-) in trade payables	(278.41)	175.82
Cash Generated from operations	1105.76	892.10
Less Interest paid	1073.81	1022.61
Less Direct tax paid	37.08	75.00
Cash flow before extraordinary items	(5.12)	(205.51)
Extra ordinary items(Provision for Dividend)/WOFF	14.65	17.68
Net cash from trading activities	(19.77)	(223.19)
CASH FROM INVESTING ACTIVITIES		
issue of fresh capital	-	-
Share premium on fresh capital	-	-
Purchase of fixed assets	(295.33)	(1766.76)
Depreciation Written Back	(21.68)	(15.22)
Sale of fixed assets	104.69	108.51
Interest received	27.25	10.49
Realisation from Investments	-	-
Net cash from investing activities	(185.06)	(1662.98)
CASH FROM FINANCING ACTIVITIES		
Increase in bank borrowing	333.76	1829.26
Repayment of short term borrowing	-	-
Repayment of unsecured loans if any	-	-
Net cash from financing activities	333.76	1829.26
Net increase or decrease in cash & cash equivalent	128.92	(56.91)
Cash & Cash equivalents (Opening Balance)	95.97	152.88
Cash & Cash equivalents (Closing Balance)	224.89	95.97

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.06.2021

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

Sd/-

(Manoj Kumar)

Chief Financial Officer

Sd/-

(Daljeet Singh)

Company Secretary

Sd/-

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385065





(RS. IN LACS)

NOTE A- PROPERTY, PLANT & EQUIPMENT FOR THE YEAR ENDED 31.03.2021										
	GROSS BLOCK as at 01.04.2020	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2021	DEPRECIATION UP TO 01.04.2020	DEPRECIATION REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2021	NET BLOCK AS AT 31.03.2021	NET BLOCK AS AT 31.03.2020
FREE HOLD LAND	37.33			37.33					37.33	37.33
BUILDING & SITE DEVELOPMENT	1693.23			1693.23	522.98		53.67	576.66	1116.57	1,170.25
TEMPORARY FITTING	9.16			9.16	9.16		0.00	9.16	-	-
PLANT & MACHINERY	7090.92	5.32	48.93	7048.30	1934.70		447.77	2382.48	4665.83	5156.21
FURNITURE & FIXTURE	70.55	0.21		70.77	70.45		0.10	70.55	0.21	0.10
OFFICE EQUIPMENT	24.55	1.08		25.63	22.06		1.48	23.54	2.09	2.48
ELECTRIC FITTING & EQUIPMENT	177.72	0.49		178.21	155.93		11.44	167.37	10.84	21.79
CAR	233.23	66.25	55.76	243.73	99.09	21.68	23.18	100.59	143.13	134.14
VEHICLES	24.15			24.15	21.32		2.13	23.44	0.70	2.83
TOTAL	9360.85	74.37	104.69	9330.53	2835.71	21.68	539.78	3353.81	5976.71	6525.14

(RS. IN LACS)

NOTE A- PROPERTY, PLANT & EQUIPMENT FOR THE YEAR ENDED 31.03.2020										
	GROSS BLOCK as at 01.04.2019	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2020	DEPRECIATION UP TO 01.04.2019	DEPRECIATION REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2020	NET BLOCK AS AT 31.03.2020	NET BLOCK AS AT 31.03.2019
FREE HOLD LAND	37.33			37.33					37.33	37.33
BUILDING & SITE DEVELOPMENT	1693.23			1693.23	469.31		53.67	522.98	1,170.25	1223.92
TEMPORARY FITTING	9.16			9.16	9.16		0.00	9.16	-	0.00
PLANT & MACHINERY	5344.63	1765.43	19.15	7090.92	1547.10	15.22	402.83	1934.70	5156.21	3797.53
FURNITURE & FIXTURE	69.45	1.10		70.55	63.84		6.61	70.45	0.10	5.61
OFFICE EQUIPMENT	24.55			24.55	21.18		0.88	22.06	2.48	3.36
ELECTRIC FITTING & EQUIPMENT	177.50			177.72	143.25		12.69	155.93	21.79	34.25
CAR	233.24			233.23	76.94		22.15	99.09	134.14	156.30
VEHICLES	24.15			24.15	18.72		2.60	21.32	2.83	5.43
TOTAL	7613.24	1766.53	19.15	9360.85	2349.50	15.22	501.44	2835.71	6525.14	5263.74





(RS. IN LACS)

NOTE B- CAPITAL WORK-IN-PROGRESS FOR THE YEAR ENDED 31.03.2021

PARTICULARS	GROSS BLOCK as at 01.04.2020	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2021	DEPRECIATION UP TO 01.04.2020	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2021	NET BLOCK AS AT 31.03.2021	NET BLOCK AS AT 31.03.2020
CAPITAL WORK IN PROGRESS	-	220.95	-	220.95	-	-	-	-	220.95-	-
WIP COTP DEPOSIT	5.47	-	-	5.47	-	-	-	-	5.47	5.47
TOTAL	5.47		0.00	5.47	0.00	0.00	0.00	0.00	5.47	5.47

(RS. IN LACS)

NOTE B- CAPITAL WORK-IN-PROGRESS FOR THE YEAR ENDED 31.03.2020

PARTICULARS	GROSS BLOCK as at 01.04.2019	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2020	DEPRECIATION UP TO 01.04.2019	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2020	NET BLOCK AS AT 31.03.2020	NET BLOCK AS AT 31.03.2019
CAPITAL WORK IN PROGRESS	89.37	-	89.37	-	-	-	-	-	-	89.37
WIP COTP DEPOSIT	5.47	-	-	5.47	-	-	-	-	5.47	5.47
TOTAL	94.84		92.99	5.47	0.00	0.00	0.00	0.00	5.47	98.46

(RS. IN LACS)

NOTE C- INTANGIBLE ASSETS FOR THE YEAR ENDED 31.03.2021

PARTICULARS	GROSS BLOCK as at 01.04.2020	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2021	DEPRECIATION UP TO 01.04.2020	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2021	NET BLOCK AS AT 31.03.2021	NET BLOCK AS AT 31.03.2020
INTANGIBLE ASSETS	2.21	-	-	2.21	0.96	-	-	0.96	1.25	1.25
TOTAL	2.21			2.21	0.96	-	-	0.96	1.25	1.25

(RS. IN LACS)

NOTE C- INTANGIBLE ASSETS FOR THE YEAR ENDED 31.03.2020

PARTICULARS	GROSS BLOCK as at 01.04.2019	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT 31.03.2020	DEPRECIATION UP TO 01.04.2019	DEPRECIATION ON REVERSED	DEPRECIATION FOR THE YEAR	DEPRECIATION UP TO 31.03.2020	NET BLOCK AS AT 31.03.2020	NET BLOCK AS AT 31.03.2019
INTANGIBLE ASSETS	2.21	-	-	2.21	0.96	-	-	0.96	1.25	1.25
TOTAL	2.21			2.21	0.96	-	-	0.96	1.25	1.25

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NOTE 4- INVENTORIES		As at 31.03.2021	As at 31.03.2020
	(Valued at Cost or net realisable value, whichever is lower as certified by the Management of the Company)		
	Stores and Spares (at cost)	289.55	260.87
	Raw Materials (at cost+expenses)	2520.60	1983.50
	Finished Goods & wastage (at cost or Realisable value whichever is less)	2407.95	2448.23
	Work-in-Progress (at estimated cost)	2439.47	2529.75
	TOTAL	7657.59	7222.36
Inventories: Method of Valuation			
i	Stores and Spares and raw material are valued at Cost.		
ii	Semi Finished Goods are Valued at cost of materials and labour together with relevant factory overheads or net realizable value, whichever, is less.		
iii	Finished goods are valued at cost or net realizable value, whichever is less. Cost includes materials, direct labour and allocable overheads.		
NOTE 5- TRADE RECEIVABLES		As at 31.03.2021	As at 31.03.2020
a)	Debts outstanding for a period exceeding six month from the date they are due for payment (Unsecured, Considered Goods unless otherwise stated)		
	Domestic	39.06	1,78.20
	Foreign	15.33	21.30
		54.39	1,99.51
b)	Others		
	Domestic	4796.02	5043.42
	Bad Debts (doubtful of recovery)	61.94	26.14
	Foreign	206.08	62.76
	TOTAL	5118.44	5331.84
NOTE 6- CASH & BANK BALANCES		As at 31.03.2021	As at 31.03.2020
<u>Cash and cash equivalent</u>			
	Cash in hand	14.70	0.47
	Balance with scheduled bank in current accounts	20.21	6.37
	Bank Deposit with original Maturity of more than 3 month	189.97	86.15
	TOTAL	224.89	92.99
NOTE 7- LOANS & ADVANCES		As at 31.03.2021	As at 31.03.2020
<u>Loans and Advances</u> (Unsecured, Considered Good unless otherwise stated)			
a)	Advances recoverable in cash or kind or value to be received	6.90	5.80
b)	Securities and Deposits	31.23	31.23
	TOTAL	38.13	37.04
NOTE 8- OTHER CURRENT ASSETS		As at 31.03.2021	As at 31.03.2020
	Refunds Receivable(VAT, GST, IGST, TUFF, MAT etc)	487.73	3,68.01
	Export Incentive Receivables	17.67	14.40
	Advances recoverable in cash or kind	45.36	94.21
	Cheque In Hand	175.80	2.97
	Advances to suppliers for capital goods	0	1,90.95
	Advances to suppliers of raw material, stores, goods in transit	747.03	6,15.47
	Pre paid exp.	12.19	11.26
	TOTAL	1485.80	1297.31



NOTE 9- SHARE CAPITAL

PARTICULARS	As at 31.03.2021	As at 31.03.2020
I. Share Capital		
a) Authorised Capital 250,000,000 equity shares of Rs. 1/- each (Previous Year 250,000,000 equity shares of Rs. 1/- each)	2500.00	2500.00
b) Issued Share Capital 146,526,950 equity shares of Rs. 1/- each (fully paid up) (Previous Year 146,526,950 equity shares of Rs. 1/- each (fully paid up))	1465.27	1465.27
c) Subscribed & Paid up Capital 146,526,950 equity shares of Rs. 1/- each (fully paid up) (Previous Year 146,526,950 equity shares of Rs. 1/- each (fully paid up))	1465.27	1465.27
Note: The Company has one class of equity shares having a par value of Rs 1/- each as at 31st March, 2021. Each holder of equity shares is entitled to one vote per share.		

II. Reconciliation of shares outstanding at the beginning and at the end of the reporting periods

Particulars	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
At the beginning of the period (146,526,950 equity shares of Rs 1/- each)	146,526,950	146,526,950	146,526,950	146,526,950
Add: Shares Issued during the year	NIL	NIL	NIL	NIL
Less: Shares bought back during the year	NIL	NIL	NIL	NIL
Add: Other movements during the year	NIL	NIL	NIL	NIL
Outstanding at the end of the period (146,526,950 equity shares of Rs 1/- each)	146,526,950	146,526,950	146,526,950	146,526,950

III. Shares held by each share holder holding more than 5% share in the company Equity shares of Rs. 1/- each.

Name of Shareholder	31.03.2021		31.03.2020	
	No of Share	% of Holding	No of Share	% of Holding
1. NITIN BHANDARI	25,178,300	17.18	25,178,300	17.18
2. NITIKA BHANDARI	8,676,062	5.92	8,676,062	5.92

IV. Aggregate number of shares issued for consideration other than cash, bonus shares issued and shares bought back during the period of 5 years immediately preceding the reporting date.

Particulars	Year (Aggregate No. of Shares)					
	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16
EQUITY SHARES:						
Opening Balance at beginning of year -Shares of face value of Rs. 1/- each (Previous years 2014-15 and before shares of face value of Rs. 10/- each)	146,526,950	146,526,950	146,526,950	14,652,695	14,652,695	14,652,695
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL	NIL
Rights issue/FPO/Preferential issue/ Conversion of Warrants/ any other	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL/BAL. AT CLOSE OF YEAR	146,526,950	146,526,950	14,652,695	14,652,695	14,652,695	14,652,695
PREFERENCE SHARES:						
Fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL	NIL	NIL	NIL	NIL
Fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL	NIL
Shares bought back	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL/BAL. AT CLOSE OF YEAR	NIL	NIL	NIL	NIL	NIL	NIL

**Bhandari Hosiery Exports Ltd.**Sustainable Innovation
Designed for the Future

- * The company's Share Capital consists of Fully Paid Equity Share only and there are no Preference Shares or other type of capital.
- ** 45,87,500 Equity shares were issued as fully paid up shares of Rs. 10/- each at a price of Rs. 44/- per equity share pursuant to Preferential allotment to persons of public, during the year 2012-13.
- *** During the Financial Year 2015-16, each equity share of nominal face value of Rs. 10/- each was sub-divided to 10 equity shares of nominal face value of Rs. 1/- each, resulting in increase in number of equity shares from 1,46,52,695 equity shares of Rs. 10/- each to 14,65,26,950 equity shares of Rs. 1/- each.
- **** There are no outstanding warrants/securities convertible into equity shares as at 31st March 2021.

V. Terms/Rights attached to equity shares.

The company has only one class of equity shares having face value of Rs. 1/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realized value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

VI. Shares held by holding/ultimate holding company/ or their subsidiaries/associates: NIL/N.A.**NOTE 10- OTHER EQUITY (RESERVE & SURPLUS)*****(RS. IN LACS)**

PARTICULARS	As at 31.03.2021	As at 31.03.2020
Share Premium Reserves		
Opening balance	1559.75	1559.75
Addition during the year	-	-
Balance (A)	1559.75	1559.75
General Reserve		
Opening Balance	288.05	288.05
Balance carried forward (B)	288.05	288.05
Profit & Loss Account		
Balance brought forward from previous year	4077.75	3564.26
Add : Net Profit for the Current Year	166.89	531.18
Less : Dividend Paid on Equity Shares	-14.65	-14.70
Less : Earlier years amounts trfd	-0.00	-0.00
Less : Dividend Distribution Tax	0.00	-2.98
Total(C)	4229.99	4,077.76
TOTAL (A+B+C)	6077.79	5925.56

*Other Equity Statement on Next Page





(RS. IN LACS)

OTHER EQUITY DETAILED STATEMENT FOR THE YEAR ENDED 31.03.2021

	Balance at the Beginning of the reporting period	Changes in accounting policy or prior period error	Restated Balance at the Beginning of Reporting Period	Total Comprehensive Income of the year	Dividends	Transfer to Retained Earnings	Earlier years amounts transferred	Balance at the end of the Reporting period
Share application money pending allotment								
Equity Component of Compound Financial Instrument								
Capital Reserve								
Securities Premium Reserve	1,559.75							1,559.75
General Reserve	288.05							288.05
Retained Earnings	4077.75				(14.65)	166.89		4229.99
Debt Instrument Through Other Comprehensive Income								
Equity Instrument Through other Comprehensive Income								
Revaluation Surplus								
Exchange Difference on translating the financial statement								
Other Items Other Comprehensive Income								
Money received against share capital								
Total	5925.55				(14.65)	166.89		6077.79

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(RS. IN LACS)

OTHER EQUITY DETAILED STATEMENT FOR THE YEAR ENDED 31.03.2020

	Balance at the Beginning of the reporting period	Changes in accounting policy or prior period error	Restated Balance at the Beginning of Reporting Period	Total Comprehensive Income of the year	Dividends	Transfer to Retained Earnings	Earlier years amounts transferred	Balance at the end of the Reporting period
Share application money pending allotment								
Equity Component of Compound Financial Instrument								
Capital Reserve								
Securities Premium Reserve	1559.75							1559.75
General Reserve	288.05							288.05
Retained Earnings	3564.26				(17.63)	531.18		4077.76
Debt Instrument Through Other Comprehensive Income								
Equity Instrument Through other Comprehensive Income								
Revaluation Surplus								
Exchange Difference on translating the financial statement								
Other Items Other Comprehensive Income								
Money received against share capital								
Total	5412.06				(17.63)	531.18		5925.56

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NOTE 11- SECURED LOANS		As at 31.03.2021	As at 31.03.2020
Note 11A: Long Term Borrowings			
Term Loans			
a	S.B.I. Term Loan A/c No.34001402481 (@ 11.80%)	-	100.55
b	S.B.I. Term Loan A/C NO. 36625258268 (@11.70%)	243.96	364.47
c	Union Bank of India T/L NO.034030100007657 (@10.75%)	620.00	776.75
d	Term Loan HDFC Bank (@8.75%)	1016.65	1195.79
e	Union Bank Of India TL NO.034030100008850 (@10.75%)	28.65	32.90
f	Union Bank of India (GECL WCTL A/C 034016990000005) @7.80%	176.93	
g	SBI GECL WCTL A/c 40014721600 @7.95%	825.90	
Total (a)		2912.12	2470.49

Terms of repayment of Term Loans

- a. S.B.I. Term Loan A/C No-34001402481 stands repaid in full
- b & c. Repayment of term loans under "b & c" Rs.15.00 lacs per month for 30 month, 25 lacs for 25 months and 35 lacs for 12 months in proportion to the sanctioned amounts between SBI and AB.
- d. Repayment of term loan 60EMI starting from the October 2019 onwards
- e. Repayment in 48 EMI
- f & g. WCTL under GECL2.0 scheme is repayable in 48 EMI with moratorium of 12 months total tenure of 60 months

Security given to the banks

- * For term loans "a" to "e" of note 5 the first pari passu charge on the fixed assets is given to the lending banks under consortium on reciprocal basis. Second charge on current assets has been given to lending banks on pari passu basis.
- ** All the credit facilities are guaranteed by personal guarantee of the Managing Director. Term loans at sr. no a to e are also collaterally secured by Equitable mortgage of land and building of Bhandari Knit Exports

Financial lease Hire charges obligations		As at 31.03.2021	As at 31.03.2020
h	HDFC Vehicle loan *	53.52	50.39
i	Kotak Mahindra Bank Ltd. *	-	0.17
j	Unsecured Loans from Directors**	909.00	909.00
Total (b)		962.52	959.57
Total (a+b)		3874.64	3430.06

* Car Loans are secured by way of hypothecation of respective car to the respective banks & personal guarantee of the Managing Director

** Unsecured loans from director (Mr Nitin Bhandari) as stipulated by bank are interest free

Note 11B :Short Term borrowings		As at 31.03.2021	As at 31.03.2020
Working capital Limits			
k	S.B.I. E.P.C. (@8.15%) & SLO (@10.15%)	229.49	28.46
l	S.B.I. CCA 30729399785 (@9.15%)	4,69.48	4359.45
m	South Indian Bank Limited	1376.90	1490.08
n	HDFC Bank Limited cc Limit (@8.40%)	1178.39	1187.09
		6954.28	7065.09
GRAND TOTAL		10828.92	10495.16

Security provided to the banks , Financial institutions

a) Working capital limits (k, l, m & n of note 5) are secured by first charge on all stocks consisting of Raw Material, WIP, finished goods, stores & spares, goods with fabricators, goods in transit, stock lying on docks, book debts and all other current assets of the company both present & future.

b) Extension of charge on the entire fixed assets of the company also given to the lending bank on first pari passu basis

c) All Working capital limits are guaranteed by personal guarantee of the Managing Director.

d) Working limits (k, l, m & n) are also collaterally secured by Equitable mortgage of land and building of associate concern Tikanl Exports Limited.

e) CC and EPC Limits are repayable on demand. Present Rate of interest on these limits is EPC @ 7.55, 00 @9.15% p.a.(SBI). There is no default on repayment of interest on these accounts.



f) SLC Limit is repayable on demand. Rate of interest on this limits is 10.15% p.a. There is no default on repayment of interest in this accounts.

	As at 31.03.2021	As at 31.03.2020
NOTE 12- DEFERRED TAX LIABILITY		
<u>Deferred Tax Liability (See note 2.10 also)</u>		
Opening Balance	375.69	355.69
Add:-Provision for the year	8.26	20.00
	383.95	375.69
NOTE 13-Trade payables		
Creditors for capital goods		
Sundry creditors	857.80	1099.61
	857.80	1099.61
NOTE 14- OTHER LAIBILITIES		
Unpaid dividend	3.94	3.02
Statutory dues	29.33	74.18
Other payables	122.44	65.14
Term Loan Instalments payable in one year	614.70	551.03
Advances from customers	268.14	352.50
	1038.57	1045.89
NOTE 15- PROVISIONS		
Provision for Gratuity	39.86	31.23
Provision for Income-Tax	37.08	75.00
	76.95	106.23
NOTE 16- TURNOVER		
Sales -Export	972.84	1377.91
Sales-Domestic	21606.39	26365.10
	22579.23	27743.01
NOTE 17- OTHER INCOME		
Insurance Claims Received	0.25	-
Freight Recd	19.42	5.12
Interest others	7.57	5.37
	27.25	10.49
NOTE 18- COST OF RAW MATERIAL CONSUMED		
<u>Material Consumed</u>		
Opening stock of Raw materials	1983.50	1853.68
Purchase of raw materials & semi finished goods	18019.56	22183.20
	20003.06	24036.88
Less: Closing stock of raw materials & semi finished goods	2520.60	1983.50
Material consumed	17482.46	22053.38
	17482.46	22053.38
NOTE 19- INCREASE(-) /DECREAASE(+) IN STOCK		
<u>Increase(-)/Decrease (+) in stock</u>		
Closing stock of WIP	2439.47	2529.75
Closing stock of finished goods	2407.95	2448.23
	4847.43	4977.98
Less:		
Opening stock of Work-in-Process	2529.75	2462.81
Opening stock of finished goods	2448.23	2296.23
	4977.98	4759.05
Increase(-)/Decrease (+) in stock	130.55	(218.92)



NOTE 20- EMPLOYEE BENEFIT EXPENSES	As at 31.03.2021	As at 31.03.2020
Personnel Expenses		
Director's Remuneration	43.20	31.20
Wages	535.73	604.75
Salary	251.54	282.15
Contribution to PF, ESI etc.	26.59	43.00
Worker's Welfare, Bonus, gratuity, LWW, L.T.C. etc.	60.07	57.96
TOTAL	917.15	1019.08
Retirement Benefits:		
a Short term benefits		
Short term employee benefit are charged off at the undiscounted amount in the year in which the related service is		
b Long term Post retirement		
Post retirement benefit comprise of provident fund and gratuity which are accounted for as follows;		
i Provident fund :		
This is a defined contribution plan and contribution made to the fund are charged to revenue .The Company has no		
ii Gratuity Fund		
This is a defined contribution plan . The Liability of the company is determined based on the actuarial valuation using		
iii Leave with wages		
Provisions for leave with wages is made on the basis of leave accrued to the employees		

NOTE -21 FINANCIAL EXPENSES	As at 31.03.2021	As at 31.03.2020
Bank Charges & Commission	44.19	58.18
Bank interest Term Loan	315.68	285.14
Bank Interest CC	713.93	679.28
TOTAL	1073.81	1022.61

NOTE -22 OTHER EXPENSES	As at 31.03.2021	As at 31.03.2020
Manufacturing Expenses		
Opening Stocks consumables	260.87	278.98
Consumables	177.24	238.15
Dyeing & Finishing	949.06	1204.66
Testing & Sampling	8.86	9.15
Knitting Charges / Fabrication Charges	165.77	103.43
Power & Fuel	609.61	706.04
Less Consumables closing stocks	289.55	260.87
	1881.88	2277.57
Office & Administrative Expenses		
Audit & Tax Audit Fees	1.10	0.90
Board & Audit Commt. Meeting Fees	0.50	0.55
Charity and Donation	0.04	0.22
CSR Expenses	12.33	13.50
Fee & Taxes	18.87	21.12
Insurance Charges	34.03	25.92
Legal & Professional	27.28	23.34
Loss on sale of assets	7.57	1.41
Misc. Expenses	1.19	2.98
Printing & Stationery	8.50	11.22
Rent paid for showrooms		
Telephone & Telex	8.58	3.65
Vehicle Running Expenses	1.39	1.82
Travelling & Conveyance		
-Directors (Foreign)	1.72	21.81
-Directors (Domestic)		
-Others	17.12	39.03
Repair & Maintenance		
- Building	3.90	12.94
- Electric	2.20	11.00
- General	2.46	4.33
- Machinery	15.04	20.49
- Vehicle	2.88	6.25



Bhandari Hosiery Exports Ltd.

Sustainable Innovation
Designs Fabrics Garments

Selling & Distribution Expenses		
Brokerage & Commission	10.62	21.83
Courier expenses	12.05	13.26
ECGC Premium	0.24	0.16
Export Expenses	0.51	0.10
Packing Material	52.42	63.00
Rebate & Discount (Quality Claim)	0	0.04
Rebate & Discount (Sales)	41.96	71.83
Sale Promotion & Exhibition	1.54	4.13
Shipping & Freight	87.44	75.18
	2250.48	2749.72

As per our report of even date attached

For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants

sd/-

(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.06.2021

For and on behalf of the Board of Directors of
BHANDARI HOSEYRY EXPORTS LIMITED

Nitin Bhandari
sd/-

Sd/-

(Manoj Kumar)

Chief Financial Officer

sd/-

(Daljeet Singh)

Company Secretary

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385065

Nitin Bhandari





NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021.

NOTE 1 - CORPORATE INFORMATION

Bhandari Hosiery Exports Limited (BHEL) is a public limited Company incorporated under the provisions of Companies Act, 1956. The CIN of Company is L17115PB1993PLC013930 and Registered Office of company is situated in Punjab at Bhandari House, Village Meharban, Rahon Road, Ludhiana. The Company is listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company does not have any subsidiary Company. The Company is into Textiles and is a garment manufacturing company having vertical production facility to produce High Fashion Knitted Garments. With more than 20 years experience and state of art manufacturing facilities, BHEL manufactures garments of leading international and overseas brands and some overseas retail chains in the international market, BHEL has presence in around many countries including quality conscious markets like USA, European Union etc.

The company is engaged in manufacture of Knitted fabrics Kora and dyed and is also in the manufacture and export of knitted hosiery garments such as T- Shirts, Pullovers, Sweat Shirts, Bermudas, Polo Shirts, Track Suits, Pajamas, Lowers, Ladies Knitted Tops with embroidery and prints etc. and manufacture, processing and trading of dyed and non-dyed fabrics at domestic and international levels. The Company confirms to International standards in Human Recourses Practices and adopts Eco-friendly standards in production.

NOTE 2 - ACCOUNTING POLICIES

2.1 ACCOUNTING POLICIES

(a) Basis of Accounting:

The accounts of the Company are prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.

(b) Basis of Preparation of Financial Statements:

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards in India (Ind AS). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The company has reclassified the previous year figures in accordance with the requirements applicable in the current year wherever required.

(c) Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

(d) Revenue Recognition:

- (i) Sale is recognized on dispatch of goods and returns if any made by the parties.
- (ii) Claims and Benefits: Insurance and other claims are accounted for to the extent realized, as the ultimate collection thereof is uncertain at the time of raising the claim.
- (iii) Opening Stock, Purchases, Sales and Closing stock are stated at net value excluding VAT. Any amount payable/receivable towards VAT is shown in the Balance Sheet under the head Current Liabilities/Current Assets.

(e) Retirement Benefits:



a.	Short term benefits	Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.
b.	Long term post retirement	Post retirement benefits comprise of Provident fund and gratuity which are accounted for as follows:
i.	Provident fund	This is a defined contribution plan, and contributions made to the fund are charged to revenue. The company has no further obligation for future provident fund benefits other than monthly contribution.
ii.	Gratuity fund	This is a defined benefit plan. The liability of the company is determined based on the actuarial valuation using projected unit credit method. Actuarial gains and losses are recognized in full in the Statement of profit and loss for the period in which they occur. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as per Actuarial Valuation.
iii.	Leave with wages	Provisions for leave with wages are made on the basis of leave accrued to the employee during the year.

(f) Property, Plant & Equipments:

Property, plant and equipment are stated at cost, less accumulated depreciation. The Cost of an Item of Property, Plant and Equipment comprises:

- (a) Its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.
- (b) Any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- (c) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets specified in Schedule II to the Companies Act, 2013 except the assets costing Rs. 5000/- or below on which depreciation is charged @ 100% per annum on proportionate basis.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(g) Depreciation:

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets as specified in Schedule II of Companies Act, 2013.

**(h) Inventories:**

Stores and spares and raw material are valued at Cost. Semi Finished Goods are valued at cost of materials and labour together with relevant factory overheads or net realizable value, whichever, is less. Finished goods are valued at cost or net realizable value, whichever is less. Cost includes materials, direct labour and allocable overheads.

(i) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(j) Foreign Currency Conversion/Translation

(i) The export sales are converted at the exchange rates prevailing on the date of custom clearance of export bills. The fluctuations in the exchange rates are accounted for as and when the payment is received and the amount is credited/ debited to the respective Sale Account.

(ii) In respect of export bills remaining unrealized at the year end against which the payments received in the subsequent years the difference arising thereon is recognized as difference in exchange rates under the head misc. income/expenses.

(iii) The total sales are inclusive of export incentives and rebate & discounts received and Rebate of Rs 0/- (Previous Year Rs. 124339/-) has been shown separately under Other Expenses in Statement of Profit and Loss.

2.2 Contingent Liabilities not provided for (Rs. In Crores)

Sr. No.	Particulars	As at 31.03.2021	As at 31.03.2020
(a)	Letter of Credit outstanding	0.0	0.0
(b)	Bank Guarantee outstanding	1.24	1.24
(c)	Bill discounting with bank against Irrevocable Foreign Letter of Credit	0.00	0.00

2.3 (a) Sales taxes/ VAT/GST liability has been provided for as per the return filed. According to our view there is no other liability in addition to the liability provided but in case any additional liability arises at the time of assessment, the same shall be provided at that time.

(b) Provision for Income Tax has been made in the Statement of Profit & Loss on the basis of actual tax liability under MAT as per the Income Tax Act, 1961.

(c) The Spread of COVID-19 has huge impact on the business operations of the company. Central government imposed nationwide lockdown w.e.f. 22.03.2020. Post lifting of lockdown the Company has carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position based on the internal and external sources of information and application of reasonable estimates. The Company has also performed sensitivity analysis on the assumption used and does not see any significant incremental risk to the recoverability of its assets. In pursuance to the relaxed guidelines the Company has now resumed its operations. Since the situation is continuously evolving the impact assessed in the future may be different from the estimates made as at the date of approval of these financial results. Management will continue to monitor any material change arising due to impact of the pandemic on financial and operational

Atish Bhandari





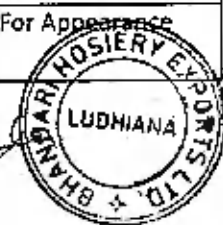
performance of the Company and take necessary actions to address the situations.

2.4 Legal cases by and against Company

There are no legal cases pending or initiated against the Company. Following cases were filed by the Company against some parties and are pending:

LIST OF CASES				
S. No.	Name of Case	Section/ Case Number	Court or Tribunal	Status
1.	CHD Chemicals Limited Vs Bhandari Hosiery Exports Limited	Arbitration 848/2018	Chandigarh District Court	Notice and Record
2.	CHD Chemicals Limited Vs Bhandari Hosiery Exports Ltd.	Arbitration 46/2018	Chandigarh High Court	Pending
3.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 1)	NIA sec 138 3575/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
4.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 2)	NIA sec 138 4475/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
5.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 3)	NIA sec 138 5729/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
6.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 4)	NIA sec 138 6611/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
7.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 5)	NIA sec 138 24268/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Argument
8.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 6)	NIA sec 138 28638/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
9.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 7)	NIA sec 138 30885/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
10.	Bhandari Hosiery Exports Limited Vs NAB Productions Pvt Ltd. (Case 8)	NIA Sec 138 2603/2020	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
11.	Marvel Dyers Vs Bhandari Hosiery Exports Limited	Civil Revision Suit 5430/2019	High Court Punjab & Haryana	Pending
12.	Marvel Dyers Vs Bhandari Hosiery Exports Limited	Civil Revision Suit (Rebutal Stage) 1210/2015	Ludhiana District Court	Pending
13.	Bhandari Hosiery Exports Limited Vs. Samar Gulati	COMA/1257/2020 NIA U/s 138	Ludhiana District Court	For Appearance
14.	Bhandari Hosiery Exports Limited Vs. Samar Gulati	COMA/1258/2020 NIA U/s 138	Ludhiana District Court	For Appearance

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15.	Bhandari Hosiery Exports Ltd. Vs. Pankaj Verma	COMI/196/2019	Ludhiana District Court	For Evidence
16.	Bhandari Hosiery Exports Ltd Vs Kanti Gupta	RSA-741/2019	CHD High Court	Pending

2.5 Interest on FDRs is accounted for on accrual basis and the same has been accounted for under the head other Income. Other Income also includes Rent Received.

2.6 Impairment of Assets:- An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. Impairment losses, if any, are recognized in accordance with the Accounting Standard 28 issued in this regard by The Institute of Chartered Accountants of India.

No material Impairment of Assets has been identified by the Company and as such no provision is required as per Indian Accounting Standards Issued by the Institute of Chartered Accountants of India.

2.7 Party's balances (under Debtors, Creditors and Advances) as at the year end are subject to confirmation. However Company has a perpetual system of reconciling the accounts with its suppliers & customers during the year.

2.8 In the opinion of the Board, current assets, loans and advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet.

2.9 Segment Reporting

The Company is mainly engaged in the business of manufacturing of textiles consisting of fabric and garments. Considering the nature of the business and financial reporting of the company, the company has only one segment viz textiles as reportable segment. The company operates in domestic and export segment geographically. The sales for both are separately given. But due to the nature of business the assets / liabilities and expenses for these activities cannot be bifurcated separately. Domestic Sales consists sales made in different parts of India. Export Sales consists exports made to Germany, USA, U.K., Dubai and other countries of European Union (EU). The Export sales and Domestic sales are as under:

Particulars	2020-21 (Rs. In lacs)	2020-21 (Rs. In lacs)
Export sales	972.84	1377.91
Domestic sales	21606.39	26365.10
Total	22579.23	27743.01

2.10 Investments

Particulars	2020-21	2019-20
Investment in shares, etc.	Nil	Nil

2.11 Auditor's Remuneration

Particulars	Amt in Rs. 2020-21	Amt in Rs. 2020-21
Statutory Audit fee	60,000	55,000
Tax audit Fee	20,000	15,000
Limited Review Report	30,000	20,000
Reimbursement of expenses	--	--
Total	1,10,000	90,000

2.12 Deferred Tax Liability

As per requirements of the Indian Accounting standard, the company has created deferred tax liability for the year



of Rs. 20,00,000/- (previous year 16,25,000/-) which consists of the following:

(Amt in Rs.)

PARTICULARS	At the beginning of the Year	Charged during the year	At the close of year
Timing Difference on account of			
-Depreciation	37569391	826000	38395391
-Others	0	0	0
-Net Deferred Tax Liability	37569391	826000	38395391

2.13 Micro, Small and Medium Industries:-

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under (the credit period with MSME supplier are mutually agreed upon):

(Amt in lacs)

Particulars	2020-21
Principal amount remaining unpaid to any supplier as at the end of accounting year	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-
The amount of interest paid along with amt. of the payment made to the supplier beyond appointed day	-
The amount of interest due and payable for the year	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-

2.14 Related Party Disclosure

Detail of disclosures as required by Indian Accounting Standard on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as under: -

A. Related parties with whom transactions have taken place during the year 2020-21.

a. Key Managerial Personnel:

1. Mr. Nitin Bhandari, Chairman cum Managing Director
2. Mr. Manoj Kumar, CFO
3. Mr. Arpit Jain Company Secretary (Resigned w.e.f. 01.10.2020)
4. Mr. Daljeet Singh Company Secretary (Appointed w.e.f. 09.11.2020)

b. Relatives of Key Managerial Personnel

1. Mr. Naresh Bhandari (Father of Mr. Nitin Bhandari, Chairman cum Managing Director)
2. Ms. Kusum Bhandari (Mother of Mr. Nitin Bhandari, Chairman cum Managing Director)
3. Ms. Aditi Bhandari (Wife of Mr. Nitin Bhandari, Chairman cum Managing Director)
4. Ms. Nitika Bhandari (Sister of Mr. Nitin Bhandari, Chairman cum Managing Director)

Nature of Transactions	Total Amount (in lakhs) 2020-21	Total Amount (in lakhs) 2019-20
Remuneration / Salary paid to Key Managerial Personnel	52.42	42.04
Remuneration / Salary paid to Relatives of Key Managerial Personnel being employees	23.16	25.28

Nitin Bhandari





B. Enterprise owned or significantly influenced by key management personnel or their relatives:

1. Tikani Exports Limited
2. Miracle Clothing Company
3. TBD Trading Company
4. Anthrilo Design House
5. Amaira Textiles Mills Plc

Transactions with Related Parties:

Nature of Transactions	Key Management Personnel having relation with Related Party	Enterprises over which KMP is able to exercise significant influence	Total (Amt. in lakhs)	Total (Amt. in lakhs)
			2020-21	2019-20
(1)	(2)	(3)	(4)	(5)
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	165.72	467.81
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	345.33	306.03
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	0	782.35
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	1112.61	75.52
Sale of Goods/ Job Work	Nitin Bhandari and his Relatives	Anthrilo Design House	46.56	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 Textiles Mills Plc	0	28.08
Reimbursement of Expenses	Nitin Bhandari and his Relatives	Tikani Exports Limited	43.69	10.32
Closing bal of Loan from Mr. Nitin Bhandari, Mg. Director	Nitin Bhandari and his Relatives	Sr. 1 to 4 at point B above	909.00	909.00

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

*All the transactions with related parties have been made in ordinary course of business and at Arm's length basis.

2.15 Earning per share

The calculation of Earning Per Share (EPS) as disclosed in the Statement of profit and loss has been made in accordance with Ind AS- 33 on "Earnings Per Share".The following is the reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	No. shares 2020-21	No. shares 2019-20
Issued equity shares	146526950	146526950
Number of Shares at the end of the year	146526950	146526950
Weighted average shares outstanding	146526950	146526950



Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Amt in lacs (2020-21)	Amt in lacs (2019-20)
Profit and loss after tax	166.89	531.18
Basic Earnings per share (B/A)	0.11	0.36
Basic Earnings per share (B/A)	0.11	0.36

2.16 Leases

There are no such rental/ lease agreements entered into by the Company which require disclosure under IndAS-116.

2.17 Additional information

a	Value of Imports Calculated on C.I.F. Basis	31.03.2021 (RS.)	31.03.2020 (RS.)
(i)	Raw Material	Nil	Nil
(ii)	Stores, Spares, Needles, Labels,	2,447,415	2,596,215
	Packing Material, Leather goods etc.		
(iii)	Capital goods	87,429,786	87,429,786
h	Expenditure in Foreign Currency		
(a)	Travelling and Conveyance	1,681,145	5,525,703
(b)	Quality claim, rebate & discount etc.	0	4,795
c	Foreign Exchange Earnings		
(a)	FOB Value of Exports	97,284,295	137,791,120
d	The Value of Consumption of Raw Materials and Stores		

Particulars	Year ended	Raw Material	%	Stores	%
	31st March				
a) Imported	2021	NIL	NIL	2,447,415	16.35
b) Indigenous	2021	1,800,956,998	100	12,528,539	83.65
c) Imported	2020	NIL	NIL	2,596,215	11.96
d) Indigenous	2020	2,205,338,791	100	19,754,568	88.04

2.18 Previous year's figures have been recast/ regrouped wherever necessary to make them comparable with the current year's figures.

2.19 Note 1 to 23 form an integral part of the financial statement.

2.20 Details of Crypto Currency or Virtual Currency:-

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year 2020-21.

2.21 Details of Corporate Social Responsibility (CSR)

The Company is covered under section 135 of The Companies act, 2013. Provisions of CSR are applicable on the company, following are the details of amount spend on CSR activities:

Sr. No.	Particulars	Amount (Rs)
---------	-------------	-------------

Handwritten signature
BHANDARI HOSEIERY LTD.
LUDHIANA

KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



SCO 17-18B, GURUDWARA SHAHEEDAN
PHERUMAN MARKET, G.T. ROAD,
OPP. MANJU CINEMA,
LUDHIANA - 141 003.
PHONE NO. 0161-2543069, 5029217.
E-MAIL: krishangoelassociates@yahoo.in

AUDITOR'S REPORT

The Members of
BHANDARI HOSIERY EXPORTS LIMITED
LUDHIANA.

Report on the Financial Statement

Opinion

We have audited the accompanying Ind AS financial statements of **BHANDARI HOSIERY EXPORTS LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, including other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note No.23(C) to the Ind AS financial statements, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. The actual results may differ from such estimates depending on future developments. Our opinion is not modified in respect of this matter.



KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



SCO 17-18B, GURUDWARA SHAHEEDAN
 PHERUMAN MARKET, G.T. ROAD,
 OPP. MANJU CINEMA,
 LUDHIANA - 141 003.
 PHONE NO. 0161-2543069, 5029217.
 E-MAIL: krishangoelassociates@yahoo.in

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's information, but does not include the Ind AS financial statements and our Auditor's Report thereon.

Our opinion on Ind AS financial statements does not cover other information and we do not express any form of assurance conclusion thereon.

Management's Responsibility for the Financial Statement

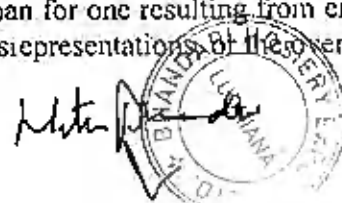
The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;

Nitin Mehta

KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



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(c) the Balance Sheet, Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts;

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) on the basis of written representation received from the directors as on March 31st, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2021, from being appointed as a director in terms of Section 164(2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure 2 to this report.

(g) In our opinion the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

(h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, if any.
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE : LUDHIANA
DATE : 23.06.2021



(MANOJ JAIN)
PARTNER
M.NO.091621
UDIN : 21091621AAAAFK6895

KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



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The Annexure 1 of the Independent Auditor's Report of even date on the financial statements of
BHANDARI HOSIERY EXPORTS LIMITED

Report on the Companies (Auditor's Report) Order, 2016 ('the Order') under sub-section (11) of
 section 143 of the Act.

On the basis of such checks, as, we considered appropriate, and, according to the information and
 explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative
 details and situation of fixed assets.

 (b) The Company has a regular programme of physical verification of the fixed assets at
 reasonable intervals. In accordance with this programme, certain fixed assets were verified during
 the year, and, no material discrepancies were noticed on such verification.

 (c) According to the information and explanations given by the management, the title deeds of
 immovable properties included in property, plant and equipment are held in the name of the
 Company.

 2. The management has conducted physical verification of inventory at reasonable intervals during
 the year and no material discrepancies were noticed on such physical verification.

 3. The Company has not granted any loans, secured or unsecured, to companies, firms or other
 parties covered in the register maintained under Section 189 of the Companies Act, 2013.
 Accordingly the provisions of clause 3 (iii) (a) (b) (c) of the Order are not applicable to the
 Company and hence not commented upon.

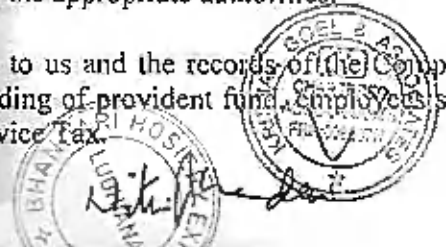
 4. According to the information and explanations given to us, there are no loans, investments,
 guarantees and securities given in respect of which provision under Section 185 and 186 of the
 Companies Act, 2013. Therefore, the provision of clause 3(iv) is not applicable to the Company.

 5. The Company has not accepted any deposits from the public. Therefore, the provisions of Clause
 3(v) of the order is not applicable to the Company.

 6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the
 rules made by the Central Government for the maintenance of cost records under section 148(1)
 of the Companies Act, 2013, related to the manufacture of products, and are of the opinion that
 prima facie, the prescribed accounts and records have been made and maintained. We have not,
 however, made a detailed examination of the same.

 7. (a) According to the information and explanations given to us and the records of the Company
 examined by us, in our opinion, the Company is generally regular in depositing the undisputed
 statutory dues including provident fund, employees' state insurance, income tax, customs duty,
 cess, Goods and Service Tax and other statutory dues with the appropriate authorities.

 (b) According to the information and explanations given to us and the records of the Company
 examined by us, there are no undisputed amounts outstanding of provident fund, Employees state
 insurance, income-tax, cess, customs duty, Goods and Service Tax.



KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



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8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The company has raised loans from the banks. The Company has not taken any loan either from financial institution or from the government.
9. According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (Including Debt instruments). Accordingly the provision of clause 3(ix) of the Order are not applicable to the Company. The company has raised term loans from banks for installation of the machinery.
10. Based on the audit procedure performed for purpose of reporting the true and fair view of the Ind AS financial statement and according to the information and explanation given by the management, we report that no fraud by the Company, or no material fraud on the company by officers and employees of the company has been noticed or reported during the year.
11. According to the information and explanation given by the management, the managerial remuneration has been paid / provided in accordance with the recognist appraisal mandated by the provisions of the section 197 read with Schedule V of the Companies Act, 2013.
12. In our opinion, and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provision of clause 3(xii) is not applicable to the Company.
13. According to the information and explanation given by the management, the Company's transactions with its related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and, the details have been disclosed in the Notes to Financial Statements, as required by the applicable accounting standards.
14. According to the information and explanation given to us, and on an overall examination of balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting requirement under clause 3(xiv) are not applicable to the company and hence no commented upon.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors, or, persons connected with him as referred to in section 192 of the Companies Act, 2013.
16. According to the information and explanations given to us, the provision of the section 45-1A of the Reserve Bank of India Act, 1934 are not applicable to the Company.

PLACE : LUDHIANA
DATE : 23.06.2021

For KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



(MANOJ JAIN)
PARTNER
M.NO.091621

UDIN: 21091621AAAAFK6895

Handwritten signature



KRISHAN GOEL & ASSOCIATES
CHARTERED ACCOUNTANTS



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Annexure - 2 to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BHANDARI HOSIERY EXPORTS LIMITED ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Nitish Goel



BHANDARI HOSIERY EXPORTS LTD.
VIII, Meharban, Rahon Road,
Ludhiana
STATEMENT OF ASSETS AND LIABILITIES AS ON 31.03.2021

Particulars	Note	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Accounting Policy	1		
Notes To Accounts	2		
ASSETS			
Non Current Assets			
Fixed Assets			
a. Property, Plant & Equipments	3	59,76,71,575	65,25,13,900
b. Capital Work in Progress		2,26,43,097	5,47,200
c. Intangible Assets		1,24,987	1,24,987
d. Financial Assets			
i. Investments		-	-
ii. Loans		-	-
iii. Other Financial Assets		-	-
e. Other Non Current Assets		-	-
f. Deferred Tax Assets		-	-
Total Non Current Assets		62,04,39,659	65,31,86,087
Current Assets			
a. Inventories	4	76,57,59,140	72,22,36,222
b. Financial Assets			
i. Investments			
ii. Trade Receivables	5	51,18,44,703	53,31,84,554
iii. Cash & Cash Equivalents	6	2,24,69,821	95,97,554
iv. Bank Balances other than iii above			
v. Loans & Advances	7	38,13,890	37,04,764
vi Other Financial Assets			
c. Other Assets	8	14,85,80,992	12,94,33,926
Total Current Assets		1,45,24,88,546	1,39,81,57,050
TOTAL ASSETS		2,07,29,28,205	2,05,13,43,137
EQUITY & LIABILITIES			
EQUITY			
Equity Share Capital	9	14,85,26,950	14,65,26,950
Other Equity	10	60,77,79,827	59,25,55,675
Total Equity		75,43,06,777	73,90,82,625
I LIABILITIES			
Non Current Liabilities			
a. Financial Liabilities			
i. Borrowings	11A	38,74,64,292	34,30,06,694
ii. Other Financial Liabilities			
b. Provisions			
c. Deferred Tax Liability	12	3,83,95,391	3,75,69,391
d. Other Non Current Liabilities			
Total Non Current Liabilities		42,58,59,683	38,05,76,085
II Current Liabilities			
a. Financial Liabilities			
i. Borrowings	11B	69,54,28,664	70,65,09,720
ii. Trade payables	13	8,57,80,636	10,99,61,634
iii. Other Financial Liabilities			
b. Other Current Liabilities	14	10,38,57,476	10,45,89,788
c. Provisions	15	76,95,070	1,06,23,285
d. Current tax liabilities/net			
		89,27,61,745	93,16,84,427
TOTAL		2,07,29,28,205	2,05,13,43,137

The accompanying Notes referred to above form an integral part of the Financial statements

As per our separate report of even date

For Krishan Goel & Associates

ERN : 009607N

Chartered Accountants

Manoj Jain

Partner : M NO :091621

Place : Ludhiana

Date : 23.05.2021



Manoj Kumar

(Manoj Kumar)
CFO

Daljeet Singh

(Daljeet Singh)
Company Secretary

Nitin Bhandari

(Nitin Bhandari)
Chairman & Mg. Director
DIN : 01385495



BHANDARI HOSIERY EXPORTS LTD.

VIII. Meharban, Rahon Road,

Ludhiana

Profit & Loss Account for the year ended on 31.03.2021

Particulars	NOTE	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
I Revenue			
Revenue from operation	16	2,25,79,23,823	2,77,43,01,559
II Other Income	17	27,25,646	10,49,178
III Total Revenue		2,26,06,49,468	2,77,53,50,737
IV Expenses			
Cost of Material Consumed	18	1,74,82,46,579	2,20,53,38,791
Changes in inventory of finished goods, work in process stock in trade	19	1,30,55,279	(2,18,92,901)
Employees benefit expense	20	9,17,15,641	10,19,08,106
Finance cost	21	10,73,81,135	10,22,61,353
Other Expenses	22	22,50,48,737	27,49,72,540
Depreciation expense	3	5,39,78,476	5,01,44,440
TOTAL		2,23,94,25,847	2,71,27,32,328
V Profit before exceptional and extraordinary item & tax (III-IV)		2,12,23,622	6,26,18,409
VI Exceptional items			
VII Profit before extraordinary item (V-VI)		2,12,23,622	6,26,18,409
VIII Extraordinary items			
IX Profit before tax (VII-VIII)			
X TAX EXPENSES			
Current Income Tax/MAT		37,08,200	75,00,000
Deferred Tax		8,26,000	20,00,000
Wealth Tax			
Excess(short) Provisions income tax of earlier years			
XI Profit/(Loss) for the period from continuing operations (IX-X)		1,66,89,422	5,31,18,409
		0.74%	1.91%
XII Profit/(Loss) for the period from discontinuing operations (IX-X)		NIL	NIL
XIII Surplus carried over to Balance Sheet		1,66,89,422	5,31,18,409
XIV Net Profit available for Equity Shareholders		1,66,89,422	5,31,18,409
Number of equity shares		14,85,26,950	14,66,26,950
XV Basic Earning per Share of Rs. 1/- each		0	0.36
Diluted Earning per Share of Rs. 1/- each		0	0.36

The accompanying Notes referred to above form an integral part of the Financial statements
As per our separate report of even date

For Krishan Goel & Associates

FRN : 009607N

Chartered Accountants



(Manoj Jain)
* Partner : M NO : 091621

Place : Ludhiana

Date : 23.06.2021

(Manoj Kumar)

CFO

(Daljeet Singh)

Company Secretary

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385065



BHANDARI HOSIERY EXPORTS LTD.
CASH FLOW STATEMENT AS ON 31.03.2021

CASH FLOW FROM OPERATING ACTIVITIES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Net profit before tax and extraordinary items	2,12,23,622	6,26,18,409
Adjustments for		
Depreciation after written back	5,39,76,476	5,01,44,440
Less : Other incomes	(27,26,646)	(10,49,176)
Interest & financial expenses	10,73,81,135	10,22,61,353
Adjustments against Reserve & surplus	-	-
Operating profit before working capital changes	17,98,57,586	21,39,75,024
Adjustment for :		
Decrease / Increase (-) in debtors & receivables	20,83,689	(10,92,84,383)
Decrease / Increase (-) in inventories	(4,35,22,918)	(3,30,63,359)
Increase / Decrease (-) in trade payables	(2,78,41,526)	1,75,82,834
Cash Generated from operations	11,05,76,831	8,92,10,116
Less Interest paid	10,73,81,135	10,22,61,353
Less Direct tax paid	37,08,200	75,00,000
Cash flow before extraordinary items	(5,12,503)	(2,05,51,236)
Extra ordinary Items(Provision for Dividend)/WOFF	14,65,270	17,66,295
Net cash from trading activities	(19,77,773)	(2,23,19,531)
CASH FROM INVESTING ACTIVITIES		
issue of fresh capital	-	-
Share premium on fresh capital	-	-
Purchase of fixed assets	(2,95,33,044)	(17,66,76,226)
Depreciation Written Back	(21,88,176)	(15,22,826)
Sale of fixed assets	1,04,69,172	1,08,51,594
Interest received	27,25,646	10,49,176
Realisation from investments	-	-
Net cash from investing activities	(1,85,06,402)	(16,62,98,280)
CASH FROM FINANCING ACTIVITIES		
Increase in bank borrowing	3,33,76,442	18,29,26,459
Repayment of short term borrowing	-	-
Repayment of unsecured loans if any	-	-
Net cash from financing activities	3,33,76,442	18,29,26,459
Net increase or decrease in cash & cash equivalent	1,28,92,267	(56,91,352)
Cash & Cash equivalents (Opening Balance)	95,97,554	1,52,88,906
Cash & Cash equivalents (Closing Balance)	2,24,89,820	95,97,554

For Krishan Gool & Associates

FRN : 009807N

Chartered Accountants



Partner : M NO : 091621

Date : 23.06.2021

Place : Ludhiana

Manoj Kumar
CFO

Daljeet Singh
C. Secretary

(Nitin Bhandari)
Chairman & Mg. Director

DIN : 01385065



NOTE 4- INVENTORIES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
(Valued at Cost or net realisable value, whichever is lower as certified by the Management of the Company)		
Stores and Spares (at cost)	2,89,55,500	2,60,87,722
Raw Materials (at cost+expenses)	25,20,60,419	19,83,50,000
Finished Goods & wastage (at cost or Realisable value which ever is less)	24,07,95,750	24,48,23,500
Work-in-Progress (at estimated cost)	24,39,47,471	25,29,75,000
	76,57,59,140	72,22,36,222

Inventories: Method of Valuation

- i Stores and Spares and raw material are valued at Cost.
- ii Semi Finished Goods are Valued at cost of materials and labour together with relevant factory overheads or net realizable value, whichever, is less.
- iii Finished goods are valued at cost or net realizable value, whichever is less. Cost includes materials, direct labour and allocable overheads.

NOTE 5- TRADE RECEIVABLES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
a) Debts out standing for a period exceeding six month from the date they are due for payment (Unsecured, Considered Goods unless otherwise stated)		
Domestic	39,06,083	1,78,20,628
Foreign	15,33,645	21,30,529
	54,39,728	1,99,51,157
b) Others		
Domestic	47,96,02,363	50,43,42,566
Bad Debts (doubtful of recovery)	61,94,509	26,14,293
Foreign	2,06,08,103	62,76,538
	51,18,44,703	53,31,84,555

NOTE 6- CASH & BANK BALANCES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Cash and cash equivalent		
Cash in hand	14,70,759	47,163
Balance with scheduled bank in current accounts	20,21,148	6,37,059
Bank Deposit with original Maturity of more than 3 month	1,69,97,914	86,15,532
	2,24,89,821	92,99,755

NOTE 7- LOANS & ADVANCES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Loans and Advances (Unsecured, Considered Good unless otherwise stated)		
a) Advances recoverable in cash or kind or value to be received	6,90,037	5,80,941
b) Securities and Deposits	31,23,853	31,23,853
TOTAL	38,13,890	37,04,794

NOTE 8- OTHER CURRENT ASSETS	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Refunds Receivable(VAT, GST, IGST, TUFF, MAT etc)	4,87,73,675.83	3,68,01,922
Export Incentive Receivables	17,67,241.00	14,40,330
Advances recoverable in cash or kind	45,36,941.30	94,21,600
Cheque in Hand	1,75,80,166	2,97,800
Advances to suppliers for capital goods	0	1,90,95,477
Advances to suppliers of raw material, stores, goods in transit	7,47,03,138.94	6,15,47,706
Pre paid exp.	12,19,829.00	11,28,891
TOTAL	14,85,80,992	12,97,31,725



Mani Kumar
Daljit Singh

Nitin Shandari
Nitin Shandari



NOTE 9- SHARE CAPITAL		Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Authorised Capital 25,00,00,000 equity shares of Rs. 1/- each (Previous Year 25000000 equity shares of Rs. 1/- each)		25,00,00,000	25,00,00,000
Issued Share Capital 14,65,26,950 equity shares of Rs. 1/- each (fully paid up) (Previous Year 14652695 equity shares of Rs. 1/- each fully paid up)		14,65,26,950	14,65,26,950
Subscribed & Paid up Capital 14,65,26,950 equity shares of Rs. 1/- each (fully paid up) (Previous Year 14652695 equity shares of Rs. 1/- each fully paid up)		14,65,26,950	14,65,26,950
TOTAL		14,65,26,950	14,65,26,950
NOTE 10- RESERVE & SURPLUS		Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Share Premium Reserves			
Opening balance		15,59,75,000	15,59,75,000
Addition during the year			
Balance		15,59,75,000	15,59,75,000
General Reserve			
Opening Balance		2,88,05,050	2,88,05,050
Balance carried forward		2,88,05,050	2,88,05,050
Profit & Loss Account			
Balance brought forward from previous year		40,77,75,625	35,64,25,511
Add : Net Profit for the Current Year		1,66,89,422	5,31,18,409
Less : Dividend Paid on Equity Shares		(14,65,270)	(14,70,000)
Less : Earlier years amounts trfd		-	-
Less : Dividend Distribution Tax		-	(2,98,295)
TOTAL		42,29,99,777	40,77,75,625
LONG TERM BORROWINGS			
NOTE 11- SECURED LOANS		Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Note 11A: Long Term Borrowings			
Term Loans			
a	S.B.I. Term Loan A/c No.34001402481 (@ 11.80%)	-	1,00,55,985
b	S.B.I. Term Loan A/C NO. 36625258263 (@11.70%)	2,43,96,660	3,64,47,402
c	Union Bank of India T/L NO.034030100007857 (@10.75%)	6,20,00,000	7,76,76,312
d	Term Loan HDFC Bank (@8.75%)	10,16,65,910	11,95,78,734
e	Union Bank Of india TL NO.034030100008850 (@10.75%)	28,65,352	32,90,235
f	Union Bank of India (GECL WCTL A/C 034016990000005) @7.80%	1,76,93,788	
g	SBI GECL WCTL A/c 40014721600 @7.95%	8,25,90,437	
Total (a)		29,12,12,148	24,70,49,668
Terms of repayment of Term Loans			
a. S.B.I. Term Loan A/C No-34001402481 stands repaid in full			
b & c. Repayment of term loans under "b & c" Rs.15.00 lacs per month for 30 month, 25 lacs for 25 months and 35 lacs for 12 months in proportion to the sanctioned amounts between SBI and AB.			
d. Repayment of term loan 60EMI starting from the October 2019 onwards			
e. Repayment in 48 EMI			
f & g. WCTL under GECL2.0 scheme is repayable in 48 EMI with moratorium of 12 months total tenure of 60 months			
Security given to the banks			
* For term loans "a" to "e" of note 5 the first pari passu charge on the fixed assets is given to the lending banks under consortium on reciprocal basis. Second charge on current assets has been given to lending banks on pari passu basis.			
** All the credit facilities are guaranteed by personal guarantee of the Managing Director. Term loans at sr.no a to e are also collaterally secured by Equitable mortgage of land and building of Bhandari Knit Exports			



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Dalpat Singh

Hitesh Bhandari
Hitesh Bhandari



	Financial lease Hire charges obligations	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
h	HDFC Vehicle loan *	53,52,144	50,39,538
i	Kolak Mahindra Bank Ltd. *	-	17,489
j	Unsecured Loans from Directors**	9,09,00,000	9,09,00,000
	Total (b)	9,62,52,144	9,59,57,027
	Total (a+b)	38,74,64,292	34,30,08,694

* Car Loans are secured by way of hypothecation of respective car to the respective banks & personal guarantee of the Managing Director

** Unsecured loans from director (Mr Nitin Bhandari) as stipulated by bank are interest free

	Note 11B :Short Term borrowings	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
	Working capital Limits		
k	S.B.I. E.P.C. (@8.15%) & SLC (@10.15%)	2,29,49,936	28,46,246
i	S.B.I. CCA 3072939785 (@9.15%)	41,69,48,556	43,59,45,180
m	South Indian Bank Limited	13,76,90,649	14,90,08,832
N	HDFC Bank Limited co Limit (@8.40%)	11,78,39,423	11,87,09,462
		69,54,28,564	70,65,09,720
	GRAND TOTAL	1,08,28,92,856	1,04,95,16,414

Security provided to the banks , Financial Institutions

a) Working capital limits (k, l, m & n of note 5) are secured by first charge on all stocks consisting of Raw Material, WIP, finished goods , stores & spares , goods with fabricators , goods in transit , stock lying on docks , book debts and all other current assets of the company both present & future.

b) Extension of charge on the entire fixed assets of the company also given to the lending bank on first pari passu basis

c) All Working capital limits are guaranteed by personal guarantee of the Managing Director.

d) Working limits (k, l, m & n) are also collaterally secured by Equitable mortgage of land and building of associate concern Tikani Exports Limited.

e) CC and EPC Limits are repayable on demand. Present Rate of Interest on these limits is EPC @ 7.55, CC @9.15% p.a.(SBI). There is no default on repayment of interest on these accounts.

f) SLC Limit is repayable on demand. Rate of interest on this limits is 10.15% p.a. There is no default on repayment of interest in this accounts.

	NOTE 12- DEFERRED TAX LIABILITY	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
	Deferred Tax Liability (See note 2.10 also)		
	Opening Balance	3,75,69,391	3,55,69,391
	Add:-Provision for the year	8,26,000	20,00,000
		3,83,95,391	3,75,69,391

	NOTE 13-Trade payables	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
	Creditors for capital goods		
-	Sundry creditors	8,67,80,635	10,99,61,834
		8,67,80,635	10,99,61,834

	NOTE 14- OTHER LAIBILITIES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
	Unpaid dividend	3,94,223	3,02,998
	Statutory dues	29,33,428	74,18,904
	Other payables	1,22,44,513	65,14,067
	Term Loan instalments payable in one year	6,14,70,751	5,51,03,613
	Advances from customers	2,88,14,563	3,52,50,205
		10,38,57,477	10,45,89,788

	NOTE 15- PROVISIONS	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
	Provision for Gratuity	39,86,870	31,23,285
	Provision for Income-Tax	37,08,200	75,00,000
		76,95,070	1,06,23,285



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Nitin Bhandari
Nitin Bhandari



NOTE 16- TURNOVER	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Sales -Export	9,72,84,295	13,77,91,120
Sales-Domestic	2,16,06,39,527	2,63,65,10,439
	2,25,79,23,823	2,77,43,01,559

NOTE 17- OTHER INCOME	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Insurance Claims Received	25,048	-
Freight Recd	19,42,994	5,12,012
Interest others	7,57,604	5,37,166
	27,25,646	10,49,178

NOTE 18- COST OF RAW MATERIAL CONSUMED	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Material Consumed		
Opening stock of Raw materials	19,83,50,000	18,53,68,484
Purchase of raw materials & semi finished goods	1,60,19,56,998	2,21,83,20,307
	2,00,03,06,998	2,40,36,88,791
Less: Closing stock of raw materials & semi finished goods	25,20,60,419	19,83,50,000
Material consumed	1,74,82,46,579	2,20,53,38,791
	1,74,82,46,579	2,20,53,38,791

NOTE 19- INCREASE(-) /DECREAASE(+) IN STOCK	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Increase(-)/Decrease (+) in stock		
Closing stock of WIP	24,39,47,471	25,29,75,000
Closing stock of finished goods	24,07,95,750	24,48,23,500
	48,47,43,221	49,77,98,500
Less:		
Opening stock of Work-in-Process	25,29,75,000	24,62,81,684
Opening stock of finished goods	24,48,23,500	22,96,23,915
	49,77,98,500	47,59,05,599
Increase(-)/Decrease (+) in stock	1,30,55,279	(2,18,92,901)

NOTE 20- EMPLOYEE BENEFIT EXPENSES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Personnel Expenses		
Director's Remuneration	43,20,000	31,20,000
Wages	5,35,73,897	6,04,75,068
Salary	2,51,54,380	2,82,15,980
Contribution. to PF, ESI etc.	26,59,898	43,00,846
Worker's Welfare, Bonus, gratuity, LWW, L.T.C. etc.	60,07,666	57,96,212
TOTAL	9,17,15,641	10,19,08,106

Retirement Benefits:

- a Short term benefits
Short term employee benefit are charged off at the undiscounted amount in the year in which the related service is
- b Long term Post retirement
Post retirement benefit comprise of provident fund and gratuity which are accounted for as follows;
 - i Provident fund
This is a defined contribution plan and contribution made to the fund are charged to revenue. The Company has no
 - ii Gratuity Fund
This is a defined contribution plan. The Liability of the company is determined based on the actuarial valuation using
 - iii Leave with wages
Provisions for leave with wages is made on the basis of leave accrued to the employees



NOTE -21 FINANCIAL EXPENSES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Bank Charges & Commission	44,19,529	58,18,829
Bank Interest Term Loan	3,15,68,243	2,85,14,525
Bank Interest CC	7,13,93,363	6,79,28,199
TOTAL	10,73,81,135	10,22,61,353
NOTE -22 OTHER EXPENSES	Current Year Ending 31.03.2021	Previous Year ending 31.03.2020
Manufacturing Expenses		
Opening Stocks consumables	2,60,87,722	2,78,98,780
Consumables	1,77,24,839	2,36,15,255
Dyeing & Finishing	9,49,06,258	12,04,66,911
Testing & Sampling	8,86,627	9,15,985
Knitting Charges / Fabrication Charges	1,65,77,371	1,03,43,580
Power & Fuel	6,09,61,541	7,06,04,721
Less Consumables closing stocks	2,89,55,500	2,60,87,722
	18,81,88,858	22,77,67,520
Office & Administrative Expenses		
Audit & Tax Audit Fees	1,10,000	90,000
Board & Audit Commt. Meeting Fees	50,000	65,000
Charity and Donation	4,000	22,950
CSR Expenses	12,33,000	13,50,000
Fee & Taxes	18,87,676	21,12,738
Insurance Charges	34,03,759	25,92,308
Legal & Professional	27,28,727	23,34,361
Loss on sale of assets	7,57,624	1,41,550
Misc. Expenses	1,19,590	2,98,260
Printing & Stationery	8,50,028	11,22,244
Rent paid for showrooms		
Telephone & Telex	3,68,609	3,65,147
Vehicle Running Expenses	1,39,103	1,82,149
Travelling & Conveyance		
-Directors (Foreign)	1,72,866	21,81,862
-Directors (Domestic)		
-Others	17,12,067	39,03,434
Repair & Maintenance		
- Building	3,90,927	12,94,850
- Electric	2,20,084	11,00,394
- General	2,46,710	4,33,583
- Machinery	15,04,312	20,49,445
- Vehicle	2,86,934	6,25,868
Selling & Distribution Expenses		
Brokerage & Commission	10,62,096	21,83,847
Courier expenses	12,05,410	13,26,924
ECGC Premium	24,963	16,899
Export Expenses	51,222	10,305
Packing Material	52,42,489	63,00,566
Rebate & Discount (Quality Claim)	0	4,795
Rebate & Discount (Sales)	41,96,174	71,83,716
Sale Promotion & Exhibition	1,54,954	4,13,534
Shipping & Freight	87,44,566	75,18,293
	22,50,48,737	27,49,72,540

Number of equity shares

As per our separate report of even date

For Krishan Gopal & Associates

Chartered Accountants



Mand Jain Jr
Partner MNO-091621
Place : Ludhiana
Date : 23.06.2021



Daljeet Singh
(Daljeet Singh)
Company Secretary

Manoj Kumar
(Manoj Kumar)
CFO

Utkarsh Bhandari
(Utkarsh Bhandari)
Chairman & Mg. Director
DIN : 01335068

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BHANDARI HOSIERY EXPORTS LTD.

NOTE -3- Property, Plant & Investments for the year ending

Current Year Ending 31.03.2021

PARTICULARS	GROSS BLOCK as at 01.04.2020	ADDITIONS DURING THE YEAR	SALE / TRANSFER DURING THE YEAR	GROSS BLOCK AT	DEPRECIATION UP TO 01.04.2020	DEPRECIATION ON Reversed	DEPRECIATION FOR THE YEAR	DEPRECIATION UPTO	NET BLOCK AS AT 31.03.2021
FREE HOLD LAND	37,32,500	-	-	37,32,500	-	-	-	-	37,32,500
BUILDING & SITE DEVELOPMENT	16,93,22,925	-	-	16,93,22,925	5,22,98,092	-	53,67,537	5,76,65,629	11,16,57,286
TEMPORARY FITTING	9,16,131	-	-	9,16,131	9,16,131	-	-	9,16,131	0
PLANT & MACHINERY	70,90,91,744	6,32,019	48,93,372	70,48,30,351	19,34,70,495	-	4,47,77,192	23,82,47,687	46,65,82,704
FURNITURE & FIXTURE	70,55,822	21,966	-	70,77,788	70,45,788	-	10,208	70,55,996	21,792
OFFICE EQUIPMENT	24,54,637	1,09,635	-	25,63,272	22,06,253	-	1,48,127	23,54,380	2,08,892
ELECTRIC FITTING & EQUIPMENT	1,77,72,575	49,068	-	1,78,21,643	1,55,93,220	-	11,44,525	1,67,37,745	10,83,898
CAR	2,33,23,596	66,25,458	55,75,800	2,43,73,254	99,09,489	21,68,176	23,18,052	1,00,58,376	1,43,13,878
VEHICLES	24,15,514	-	-	24,15,514	21,32,066	-	2,12,834	23,44,900	70,614
TOTAL	93,60,85,444	74,37,146	1,04,69,172	93,30,53,418	28,35,71,544	21,68,176	5,39,78,476	33,53,81,844	59,76,71,575
CAPITAL WORK IN PROGRESS	-	2,20,95,897	-	2,20,95,897	-	-	-	-	2,20,95,897
WIP C&P DEPOSIT	5,47,200	-	-	5,47,200	-	-	-	-	5,47,200
INTEGIBLE ASSETS	2,20,958	-	-	2,20,958	95,971	-	-	95,971	1,24,987
TOTAL	93,68,53,602	2,95,33,044	1,04,69,172	95,59,17,474	28,36,67,515	21,68,176	5,39,78,476	33,54,77,615	62,04,39,659
Previous year	77,10,28,962	17,66,76,234	1,08,51,594	93,68,53,602	23,50,45,901	15,22,826	5,01,44,440	28,36,67,515	65,31,88,087

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Dharmendra

Utkarsh



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021.

NOTE 1 - CORPORATE INFORMATION

Bhandari Hosiery Exports Limited (BHEL) is a public limited Company incorporated under the provisions of Companies Act, 1956. The CIN of Company is L17115PB1993PLC013930 and Registered Office of company is situated in Punjab at Bhandari House, Village Meharban, Rahon Road, Ludhiana. The Company is listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company does not have any subsidiary Company. The Company is into Textiles and is a garment manufacturing company having vertical production facility to produce High Fashion Knitted Garments. With more than 20 years experience and state of art manufacturing facilities, BHEL manufactures garments of leading international and overseas brands and some overseas retail chains in the international market, BHEL has presence in around many countries including quality conscious markets like USA, European Union etc.

The company is engaged in manufacture of knitted fabrics Kora and dyed and is also in the manufacture and export of knitted hosiery garments such as T- Shirts, Pullovers, Sweat Shirts, Bermudas, Polo Shirts, Track Suits, Pajamas, Lowers, Ladies Knitted Tops with embroidery and prints etc. and manufacture, processing and trading of dyed and non-dyed fabrics at domestic and international levels. The Company confirms to International standards in Human Recourses Practices and adopts Eco-friendly standards in production.

NOTE 2 - ACCOUNTING POLICIES

2.1 ACCOUNTING POLICIES

(a) Basis of Accounting:

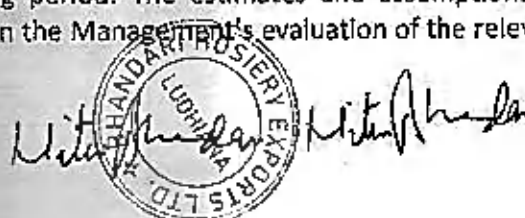
The accounts of the Company are prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.

(b) Basis of Preparation of Financial Statements:

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards in India (Ind AS). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The company has reclassified the previous year figures in accordance with the requirements applicable in the current year wherever required.

(c) Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and



circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

(d) Revenue Recognition:

- (i) Sale is recognized on dispatch of goods and returns if any made by the parties.
- (ii) Claims and Benefits: Insurance and other claims are accounted for to the extent realized, as the ultimate collection thereof is uncertain at the time of raising the claim.
- (iii) Opening Stock, Purchases, Sales and Closing stock are stated at net value excluding VAT. Any amount payable/receivable towards VAT is shown in the Balance Sheet under the head Current Liabilities/Current Assets.

(e) Retirement Benefits:

a.	Short term benefits	Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.
b.	Long term post retirement	Post retirement benefits comprise of Provident fund and gratuity which are accounted for as follows:
i.	Provident fund	This is a defined contribution plan, and contributions made to the fund are charged to revenue. The company has no further obligation for future provident fund benefits other than monthly contribution.
ii.	Gratuity fund	This is a defined benefit plan. The liability of the company is determined based on the actuarial valuation using projected unit credit method. Actuarial gains and losses are recognized in full in the Statement of profit and loss for the period in which they occur. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as per Actuarial Valuation.
iii.	Leave with wages	Provisions for leave with wages are made on the basis of leave accrued to the employee during the year.

(f) Property, Plant & Equipments:

Property, plant and equipment are stated at cost, less accumulated depreciation. The Cost of an item of Property, Plant and Equipment comprises:

- (a) Its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.
- (b) Any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- (c) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.



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Depreciation is provided on Straight Line Method on the basis of useful lives of such assets specified in Schedule II to the Companies Act, 2013 except the assets costing Rs. 5000/- or below on which depreciation is charged @ 100% per annum on proportionate basis.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(g) Depreciation:

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets as specified in Schedule II of Companies Act, 2013.

(h) Inventories:

Stores and spares and raw material are valued at Cost. Semi Finished Goods are valued at cost of materials and labour together with relevant factory overheads or net realizable value, whichever, is less. Finished goods are valued at cost or net realizable value, whichever is less. Cost includes materials, direct labour and allocable overheads.

(i) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(j) Foreign Currency Conversion/Translation

(i) The export sales are converted at the exchange rates prevailing on the date of custom clearance of export bills. The fluctuations in the exchange rates are accounted for as and when the payment is received and the amount is credited/ debited to the respective Sale Account.

(ii) In respect of export bills remaining unrealized at the year end against which the payments received in the subsequent years the difference arising thereon is recognized as difference in exchange rates under the head misc. Income/expenses.



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- (iii) The total sales are inclusive of export incentives and rebate & discounts received and Rebate of Rs 0/- (Previous Year Rs. 124339/-) has been shown separately under Other Expenses in Statement of Profit and Loss.

2.2 Contingent Liabilities not provided for (Rs. In Crores)

Sr. No.	Particulars	As at 31.03.2021	As at 31.03.2020
(a)	Letter of Credit outstanding	0.0	0.0
(b)	Bank Guarantee outstanding	1.24	1.24
(c)	Bill discounting with bank against Irrevocable Foreign Letter of Credit	0.00	0.00

- 2.3 (a) Sales taxes/ VAT/GST liability has been provided for as per the return filed. According to our view there is no other liability in addition to the liability provided but in case any additional liability arises at the time of assessment, the same shall be provided at that time.

- (b) Provision for Income Tax has been made in the Statement of Profit & Loss on the basis of actual tax liability under MAT as per the Income Tax Act, 1961.

- (c) The Spread of COVID-19 has huge impact on the business operations of the company. Central government imposed nationwide lockdown w.e.f. 22.03.2020. Post lifting of lockdown the Company has carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position based on the internal and external sources of information and application of reasonable estimates. The Company has also performed sensitivity analysis on the assumption used and does not see any significant incremental risk to the recoverability of its assets. In pursuance to the relaxed guidelines the Company has now resumed its operations. Since the situation is continuously evolving the impact assessed in the future may be different from the estimates made as at the date of approval of these financial results. Management will continue to monitor any material change arising due to impact of the pandemic on finance and operational performance of the Company and take necessary actions to address the situations.

2.4 Legal cases by and against Company

There are no legal cases pending or initiated against the Company. Following cases were filed by the Company against some parties and are pending:

LIST OF CASES				
S. No.	Name of Case	Section/ Case Number	Court or Tribunal	Status
1.	CHD Chemicals Limited Vs Bhandari Hosliery Exports Limited	Arbitration 848/2018	Chandigarh District Court	Notice and Record



Kishan Goel

2.	CHD Chemicals Limited Vs Bhandari Hoslery Exports Ltd.	Arbitration 46/2018	Chandigarh High Court	Pending
3.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 1)	NIA sec 138 3575/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
4.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 2)	NIA sec 138 4475/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
5.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 3)	NIA sec 138 5729/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
6.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 4)	NIA sec 138 6611/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
7.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 5)	NIA sec 138 24268/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Argument
8.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 6)	NIA sec 138 28638/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Evidence
9.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 7)	NIA sec 138 30885/2019	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
10.	Bhandari Hoslery Exports Limited Vs NAB Productions Pvt Ltd. (Case 8)	NIA Sec 138 2603/2020	Ludhiana District Court (Sh. Devnoor Singh)	For Appearance
11.	Marvel Dyers Vs Bhandari Hoslery Exports Limited	Civil Revision Suit 5430/2019	High Court Punjab & Haryana	Pending
12.	Marvel Dyers Vs Bhandari Hoslery Exports Limited	Civil Revision Suit (Rebuttal Stage) 1230/2015	Ludhiana District Court	Pending
13.	Bhandari Hoslery Exports Limited Vs. Samar Gulati	COMA/1257/2020 NIA U/s 138	Ludhiana District Court	For Appearance
14.	Bhandari Hoslery Exports Limited Vs. Samar Gulati	COMA/1258/2020 NIA U/s 138	Ludhiana District Court	For Appearance
15.	Bhandari Hoslery Exports Ltd. Vs. Pankaj Verma	COMI/196/2019	Ludhiana District Court	For Evidence
16.	Bhandari Hoslery Exports Ltd Vs Kantl Gupta	RSA-741/2019	CHD High Court	Pending



2.5 Interest on FDRs is accounted for on accrual basis and the same has been accounted for under the head other income. Other Income also includes Rent Received.

2.6 **Impairment of Assets:-** An asset is treated as Impaired when the carrying cost of assets exceeds its recoverable value. Impairment losses, if any, are recognized in accordance with the Accounting Standard 28 issued in this regard by The Institute of Chartered Accountants of India.

No material Impairment of Assets has been identified by the Company and as such no provision is required as per Indian Accounting Standards issued by the Institute of Chartered Accountants of India.

2.7 Party's balances (under Debtors, Creditors and Advances) as at the year end are subject to confirmation. However Company has a perpetual system of reconciling the accounts with its suppliers & customers during the year.

2.8 In the opinion of the Board, current assets, loans and advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet.

2.9 Segment Reporting

The Company is mainly engaged in the business of manufacturing of textiles consisting of fabric and garments. Considering the nature of the business and financial reporting of the company, the company has only one segment viz textiles as reportable segment. The company operates in domestic and export segment geographically. The sales for both are separately given. But due to the nature of business the assets / liabilities and expenses for these activities cannot be bifurcated separately. Domestic Sales consists sales made in different parts of India. Export Sales consists exports made to Germany, USA, U.K., Dubai and other countries of European Union (EU). The Export sales and Domestic sales are as under:

Particulars	2020-21 (Rs.)	2019-20 (Rs.)
Export sales	9,72,84,295.13	13,77,91,120
Domestic sales	2,16,06,39,527	2,63,65,10,439
Total	2,25,79,23,823	2,77,43,01,559

2.10 Investments

Particulars	2020-21	2019-20
Investment in shares, etc.	Nil	Nil

2.11 Deferred Tax Liability

As per requirements of the Indian Accounting standard, the company has created deferred tax liability for the year of Rs. 20,00,000/- (previous year 16,25,000/-) which consists of the following:

PARTICULARS	(Amt in Rs.)		
	At the beginning of the Year	Charged during the year	At the close of year



Timing Difference on			
-Depreciation	37569391	826000	38395391
-Others	0	0	0
-Net Deferred Tax Liability	37569391	826000	38395391

2.12 Micro, Small and Medium Industries:-

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under (the credit period with MSME supplier are mutually agreed upon):

(Amt in lacs)

	2020-21
Principal amount remaining unpaid to any supplier as at the end of accounting year	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-
The amount of interest paid along with amt. of the payment made to the supplier beyond appointed day	-
The amount of interest due and payable for the year	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-

2.13 Related Party Disclosure

Detail of disclosures as required by Indian Accounting Standard on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as under: -

A. Related parties with whom transactions have taken place during the year 2020-21.

a. Key Managerial Personnel:

1. Mr. Nitin Bhandari, Chairman cum Managing Director
2. Mr. Manoj Kumar, CFO
3. Mr. Arpit Jain Company Secretary (Resigned w.e.f. 01.10.2020)
4. Mr. Daljeet Singh Company Secretary (Appointed w.e.f. 09.11.2020)

b. Relatives of Key Managerial Personnel

1. Mr. Naresh Bhandari (Father of Mr. Nitin Bhandari, Chairman cum Managing Director)
2. Ms. Kusum Bhandari (Mother of Mr. Nitin Bhandari, Chairman cum Managing Director)
3. Ms. Aditi Bhandari (Wife of Mr. Nitin Bhandari, Chairman cum Managing Director)
4. Ms. Nitika Bhandari (Sister of Mr. Nitin Bhandari, Chairman cum Managing Director)



Nitin Bhandari
Nitin Bhandari

Nature of Transactions	Total Amount (in lakhs) 2020-21	Total Amount (in lakhs) 2019-20
Remuneration / Salary paid to Key Managerial Personnel	52.42	42.04
Remuneration / Salary paid to Relatives of Key Managerial Personnel being employees	23.16	25.28

B. Enterprise owned or significantly influenced by key management personnel or their relatives:

1. Tikani Exports Limited
2. Miracle Clothing Company
3. TBD Trading Company
4. Anthrilo Design House
5. Amaira Textiles Mills Plc

Transactions with Related Parties:

Nature of Transactions	Key Management Personnel having relation with Related Party	Enterprises over which KMP is able to exercise significant influence	Total (Amt. in lakhs) 2020-21	Total (Amt. in lakhs) 2019-20
(1)	(2)	(3)	(4)	(5)
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	165.72	467.81
Purchase of goods/Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	345.33	306.03
Sale of Goods/Job Work	Nitin Bhandari and his Relatives	Tikani Exports Limited	0	782.35
Sale of Goods/Job Work	Nitin Bhandari and his Relatives	Miracle Clothing Company	1112.61	75.52
Sale of Goods/Job Work	Nitin Bhandari and his Relatives	Anthrilo Design House	46.56	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 Textiles Mills Plc	0	28.08
Reimbursement of Expenses	Nitin Bhandari and his Relatives	Tikani Exports Limited	43.69	10.32
Closing bal of Loan from Mr. Nitin Bhandari, Mr. Director	Nitin Bhandari and his Relatives	Sr. 1 to 4 at point B above	909.00	909.00



Nitin Bhandari
Nitin Bhandari
 (Signature of Nitin Bhandari)

2.15 Earning per share

The calculation of Earnings per Share (EPS) as disclosed in the Statement of profit and loss has been made in accordance with Ind AS- 33 on "Earnings per Share". The following is the reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	No. shares 2020-21	No. shares 2019-20
Issued equity shares	146526950	146526950
Number of Shares at the end of the year	146526950	146526950
Weighted average shares outstanding	146526950	146526950

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	Amt. in lacs (2020-21)	Amt. in lacs (2019-20)
Profit and loss after tax	166.89	531.18
Basic Earnings per share (B/A)	0.11	0.36
Basic Earnings per share (B/A)	0.11	0.36

2.16 Leases

There are no such rental/ lease agreements entered into by the Company which require disclosure under IndAS-116.

2.17 Additional Information

a Value of Imports Calculated on C.I.F. Basis		31.03.2021 (RS.)	31.03.2020 (RS.)
(i)	Raw Material	Nil	Nil
(ii)	Stores, Spares, Needles, Labels, Packing Material, Leather goods etc.	2,447,415	2,596,215
(iii)	Capital goods	87,429,786	87,429,786
b Expenditure in Foreign Currency			
(a)	Travelling and Conveyance	1,681,145	5,525,703
(b)	Quality claim, rebate & discount etc.	0	4,795
c Foreign Exchange Earnings			
(a)	FOB Value of Exports	97,284,295	137,791,120



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d The Value of Consumption of Raw Materials and Stores

Particulars	Year ended	Raw Material	%	Stores	%
	31st March				
a) Imported	2021	NIL	NIL	2,447,415	16.35
b) Indigenous	2021	1,800,956,998	100	12,528,539	83.65
c) Imported	2020	NIL	NIL	2,595,215	11.96
d) Indigenous	2020	2,205,338,791	100	19,754,568	88.04

2.18 Previous year's figures have been recast/ regrouped wherever necessary to make them comparable with the current year's figures.

2.19 Note 1 to 23 form an integral part of the financial statement.

2.20 Details of Crypto Currency or Virtual Currency:-

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year 2020-21.

2.21 Details of Corporate Social Responsibility (CSR)

The Company is covered under section 135 of The Companies act, 2013. Provisions of CSR are applicable on the company, following are the details of amount spend on CSR activities:

Sr. No.	Particulars	Amount (In. Rs)
a.	amount required to be spent by the company during the year	12.32
b.	amount of expenditure incurred	12.33
c.	shortfall at the end of the year	NIL
d.	total of previous years shortfall	N.A.
e.	reason for shortfall	N.A.
f.	nature of CSR activities (promoting education)	
g.	details of related party transactions, e., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	
h.	where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	



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For KRISHAN GOEL & ASSOCIATES

FRN : 009607N

Chartered Accountants



(Manoj Jain)

Partner

Membership No. 091621

Place : Ludhiana

Date : 23.06.2021

For and on behalf of the Board of Directors of
BHANDARI HOSIERY EXPORTS LIMITED

(Signature of Manoj Kumar)

(Manoj Kumar)

Chief Financial Officer

(Signature of Daljeet Singh)

(Daljeet Singh)

Company Secretary

(Signature of Nitin Bhandari)

(Nitin Bhandari)

Chairman & Mg. Director

DIN : 01385965



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Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Members of
M/s Tikani Exports Limited

We have audited the accompanying financial statements of **TIKANI EXPORTS LIMITED** which comprise the Balance Sheet for the period from 01.04.2020 to 31.03.2021, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

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Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

- d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014:
- e. On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on September 30, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Ludhiana.
Date :10/08/2021

For Vipan Kumar Aggarwal & Co.,
(Chartered Accountants)



Membership No. 081198

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Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2021:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.

b) No discrepancies have been noticed on physical verification of the inventory as compared to books records
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.



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Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

- 6) As informed to us, the maintenance of Cost Records has been specified by the Central Government under sub-section (i) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management.
- a) The company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- b) The company has raised term loans from the bank for installation of machinery.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided

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CHARTERED ACCOUNTANTS

in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has preferential allotment or private placement of shares during the year under review.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with the directors. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place: Ludhiana.
Date : 10/08/2021

For Vipin Kumar Aggarwal & Co.,
(Chartered Accountants)



Membership No. 081198



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Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of TIKANI EXPORTS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Tikani Exports Limited as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Vipan Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles; and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

Place: Ludhiana.
Date : 10/08/2021

For Vipan Kumar Aggarwal & Co.,
(Chartered Accountants)



Membership No. 081198



M/S TIKANI EXPORTS LIMITED
 Vill. Maharban, Rahon Road, Ludhiana-141007
STATEMENT OF ASSETS AND LIABILITIES AS AT 31.03.2021

Particulars	Note No.	Current Period	Previous Period
		31.03.2021	31.03.2020
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	23,13,46,000	23,13,46,000
(b) Reserves and Surplus	3	49,49,412	23,05,647
2 Share Application Money Pending Allotment	4	-	-
3 Non Current Liabilities			
(a) Long term borrowings	5	79,08,311	53,59,204
(b) Deferred Creditors	6	29,010	29,010
(c) Deferred tax Liabilities (Net)			
4 Current Liabilities			
(a) Short term	7	7,45,06,768	7,52,88,217
(b) Trade Payables	8	1,06,01,108	99,83,543
(c) Other Current Liabilities	9	88,60,662	37,15,322
(d) Short-term Provisions	10	9,48,483	8,50,000
Total		33,91,49,753	32,89,86,943
II ASSETS			
1 Non - Current assets			
(a) Fixed assets - Tangible Assets	11	16,92,66,436	17,13,01,290
(b) Long Term Loans & Advances	12	13,41,233	-
(c) Non Current Investments			
(d) Preliminary Expenses to the extent not written off		18,69,081	18,69,081
2 Current Assets			
(a) Inventories	13	7,21,60,000	8,81,23,016
(b) Trade receivables	14	6,76,61,808	5,62,82,984
(c) Cash and cash equivalents	15	6,89,120	30,55,455
(d) Other Current Assets	16	2,67,51,438	83,55,115
(e) Deferred Tax Assets		4,30,637	-
Total		33,91,49,754	32,89,86,943
		0	-

FOR Vipin Kumar Aggarwal & Co.
 CHARTERED ACCOUNTANTS



Date: 10-4-2021

Place: Ludhiana

UDIN: 21081198 AAAA GX 6325

Nitin Bhandari
 Nitin Bhandari
 (Director)

Suresh Tripathi
 Suresh Tripathi
 CFO

For and on behalf of
 Tikani Exports Limited

Kusum Bhandari
 Kusum Bhandari
 (Mg. Director)

Tanu Sharma
 Tanu Sharma
 CS

Nitin Bhandari

M/S TIKANI EXPORTS LIMITED

VIII. Meharban, Rahon Road, Ludhiana-141007

STATEMENT OF PROFIT AND LOSS ACCOUNT AS AT 31.03.2021

PARTICULARS	Note No.	Current Period	Previous Period
		31.03.2021	31.03.2020
I. INCOME			
Revenue from operations	17	27,46,03,676	25,91,22,679
Other Income	18	87,091	78,403
Total Revenue		27,46,90,767	25,62,01,082
II. EXPENDITURE			
(a) Cost of Materials Consumed	19	25,91,23,366	23,56,75,945
(b) Change in Inventory	20	(61,11,516)	(12,16,195)
(c) Depreciation and amortization expenses	11	20,34,855	11,86,999
(d) Employee Benefit Expenses	21	27,26,989	26,41,926
(e) Financial cost	22	89,04,919	71,60,119
(f) Administrative cost	23	48,50,543	74,57,930
Total Expenses		27,15,29,156	25,29,06,424
III. Profit before tax (I-II)		31,61,610	32,94,657
		1.15%	1.29%
IV. Tax expenses:			
(a) Current tax		9,48,483	9,60,000
(b) Deferred tax Liability/(Assets)		(4,30,637)	29,010
V. Profit / (Loss) for the year		26,43,764	23,05,647
VI. Earlier year short/(excess) Provision			
Prior Period Expenses		26,43,764	23,05,647
VII. Profit / (Loss) for the year			
VIII. Earnings per equity share:			
Basic & Diluted	24	0.01	0.01

FOR Vipin Kumar Aggarwal & Co.

CHARTERED ACCOUNTANTS



Date :

Place : Ludhiana

UDIN: 21081198AAAAEX6825

Nitin Bhandari

Nitin Bhandari
(Director)

Suresh Tripathi
Suresh Tripathi
CFO

For and on behalf of
Tikani Exports Limited

Kusum Bhandari

Kusum Bhandari
(Mg. Director)

Sham Sharma
Sham Sharma
CS

Nitin Bhandari

MS. TIKANI EXPORTS LIMITED		
Vill Maharban, Bahon Road, Ludhiana-141007		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2021		
PARTICULARS	31.03.2021 (RS.)	31.03.2020 (RS.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) Before Tax And Extra ordinary items	31,61,610	32,94,657
Adjustment for :		
Depreciation	20,34,854	11,86,993
Interest Paid	-	71,60,119
(Profit)/Loss on sale of Assets (Net)		
Operating Profit before Working Capital changes	51,96,465	1,16,41,775
Decrease/(Increase) in Trade & other Receivable	(3,01,06,380)	(6,46,38,100)
(Increase)/Decrease in Inventories	1,59,79,016	(8,81,23,016)
Increase/(Decrease) in Trade Payables & Provisions	49,69,940	8,99,47,081
Cash Generated from operations	(39,65,959)	(5,11,72,260)
Interest Paid		(71,60,119)
Income Tax /Prior Period Exp.	9,48,483	28,58,091
Net Cash from/(used) Operating Activities	(49,15,442)	(6,11,80,470)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Proceeds from sale of assets	-	17,24,88,289
Purchase of Investment	-	-
Sale of Investment	-	-
Interest Income	-	-
Dividend Income	-	-
Net Cash from/(used) in Investing Activities	-	17,24,88,289
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	25,49,107	53,88,214
Proceeds as Share Application Money	-	23,13,46,000
Repayment of Long Term Borrowings	-	-
Proceeds From Short Term Borrowings	-	-
Finance Charges On Long Term Borrowings		
Net Cash from/(used) in Financing Activities	25,49,107	23,67,34,214
Net Increase/(Decrease) in cash and cash Equivalents	(23,66,335)	30,55,455
Cash and Cash equivalents (Opening Balance)	30,55,455	-
Cash and Cash equivalents(Closing Balance)	6,89,120	30,55,455
Cash and Cash Equivalents Comprises	6,89,120	30,55,455
	6,89,120	30,55,455

Notes on Cash Flow Statement for the year ended 31st March 2021

- The Cash Flow Statement is prepared in accordance with the format proscribed by Securities and Exchange Board of India and as per Accounting Standard -3 proscribed by the Institute of Chartered Accountants of India.
- In Part A of the Cash Flow Statement, figures in brackets indicate deduction made from Net Profit for deriving Cash Flow from operating activities. In Parts B & C, figures in brackets indicate Cash Outflows.
- Figures of the previous year have been regrouped wherever necessary, to conform to current year's presentation.

FOR Vipin Kumar Aggarwal & Co.
CHARTERED ACCOUNTANTS

CHARTERED
ACCOUNTANTS
FRN : 007245N
M. No. - 81188
Date :
Place : LUDHIANA

UDIN: 21081198 AAAAEX 6825

Nitin Bhandari
Nitin Bhandari
(Director)

Suresh Tripathi
CFO

For and on behalf of
Tikani Exports Limited

Kusum Bhandari
(Mg. Director)

Tanu Sharma

Nitin Bhandari

TIKANI EXPORTS LTD.
Vill. Meharban, Rahon Road, Ludhiana-141007.

Note No. 2 - Share Capital

Particulars	31.03.2021		31.03.2020	
	Number	Rupees	Number	Rupees
Authorised 2,31,50,000 Equity Shares of Rs. 10/- each	2,31,50,000	23,15,00,000.00	2,31,50,000	23,15,00,000
	2,31,50,000	23,15,00,000.00	2,31,50,000	-
Issued, Subscribed and Paid up Equity Shares of Rs. 10/- each fully paid up (Refer (a), (b) and (c) below)	23134600	23,13,46,000.00	2,31,34,600	23,13,46,000.00
Total	2,31,34,600	23,13,46,000.00	2,31,34,600	23,13,46,000.00

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	Equity Shares 31.03.2021		Equity Shares 31.03.2020	
	Number	Rupees	Number	Rupees
Shares outstanding at the beginning of the year	23134600	231346000	0	0
Shares issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	23134600	231346000	0	462692000

(b) Shareholder holding more than 5 percent shares:

Particulars	31.03.2021		31.03.2020	
	Paid Up Value	Percentage		
Nitin Bhandari	168801000	73%	168801000	73%
Kusum Bhandari	62341500	27%	62341500	27%

(c) Terms/rights attached to equity shares
The company has one class of shares referred to as Equity Shares having a par value of '10/-' each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors, if any, is subject to approval of the shareholders in the ensuing annual general meeting and each equity shareholder is entitled for such dividend declared at annual general meeting.

Note No. 3- Other Equity

	As at 31.03.2021	As at 31.03.2020
Share Premium Reserve	23,05,647	23,05,647
Surplus as per statement of Profit and Loss		
Opening Balance	26,43,764	
Add: Net Profit for the current year	49,49,412	23,05,647

Note No. 4- Share Application Money Pending Allotment

Particulars	As at 31.03.2021	As at 31.03.2020
Amount Pending Allotment	NIL	NIL

Note No. 5 - Long-term borrowings

Particulars	As at 31.03.2021	As at 31.03.2020
UNSECURED LOAN		
Unsecured loan from directors, shareholders etc.	40,24,042	-
From Relatives and Friends & others		
SECURED LOAN -South Indian Bank	38,84,269	65,88,316
SECURED LOAN -South Indian Bank FITL		
Less current maturities of long term borrowings		(12,29,112)
	79,08,311	53,59,204

Note No. 6 - Deferred Tax Liability (Net)

Particulars	31.03.2021	31.03.2020
	Rupees	Rupees
Deferred Tax Liability	29,010	29,010
	29,010	29,010



Nitin Bhandari
Kusum Bhandari

Pranav



TIKANI EXPORTS LTD.
VIII. Meharban, Rahon Road, Ludhiana-141007.

Note No. 7 - Short Term Borrowings

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Cash Credit Limits From banks South Indian Bank Ltd (Secured against hypothecation of Current assets and book debts and equitable mortgage of factory land & building.)	7,45,06,768	7,52,88,217
	7,45,06,768	7,52,88,217

Note No. 8- Trade Payables

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Trade Payables		
- Micro and Small Enterprises *	1,06,01,108	99,83,543
- Others	1,06,01,108	99,83,543

Note No. 9 - Other Current Liabilities

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Current Maturities of long term loans	20,54,352	12,29,112
Statutory Payables	1,33,341	22,46,162
Other Payables	5,00,480	
Advances from customers	61,72,489	2,40,048
	88,60,662	37,15,322

Note No.10 Short term provisions

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Income tax provision	9,48,483	9,60,000
	9,48,483	9,60,000

**Note No. 12- Long Term Loans & Advances
Secured, considered good**

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Deposit with maturity of more than twelve months	13,41,233	
	13,41,233	

Note No. 13 - Inventories

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Raw Material	1,70,11,734	3,90,96,266
Finished Goods	1,15,92,816	95,75,500
Work in process	4,35,45,150	3,94,51,250
	7,21,50,000	8,81,23,016

**Note No. 14- Trade Receivables
Secured, considered good**

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Trade Receivable outstanding for a period exceeding six months	6,76,51,808	6,62,82,984
Others Trade Receivables	6,76,51,808	6,62,82,984

Note No. 15 - Cash And Cash Equivalents

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
(a) Cash in hand	74,206	14,87,519
(b) Balances with banks	6,14,915	16,87,937
Deposits with maturity of more than twelve months	13,41,233	
	20,30,353	30,55,455
Less Deposits with maturity of more than twelve months	13,41,233	
	6,89,120	30,55,455

Note No. 16- Other Current Assets

Particulars	31.03.2021 Rupees	31.03.2020 Rupees
Advance Taxes & Duties	40,07,167	60,18,888
Others Loans & Advances	1,07,47,968	8,09,233
ADVANCES FROM SUPPLIERS	1,08,96,303	15,26,996
G. TOTAL	2,57,51,438	83,55,115

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Tikani Exports Ltd.

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W. B. Landa

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Pham



TIKANI EXPORTS LTD.
Vill. Moharban, Rahon Road, Ludhiana-141007.

Note No. 17 - Revenue From Operations

Particulars	31.03.2021	31.03.2020
	Rupees	Rupees
SALE TAXABLE	27,46,03,676.00	25,61,22,679.00
Total	27,46,03,676.00	25,61,22,679.00

Note No. 18- Other Income

Particulars	31.03.2021	31.03.2020
	Rupees	Rupees
Interest on FDR	78,843.00	77,840.00
Rebate & Discount	8,247.69	562.84
Total	87,090.69	78,402.84

Note No. 19- Cost Of Material Consumed

Particulars	31.03.2021	31.03.2020
	Rupees	Rupees
Stock taken over from Bhandari Knit Exports running Business	3,90,96,266.17	46,51,889.00
Purchase during the year	23,70,38,834.09	27,01,20,322.64
Total	27,61,35,100.26	27,47,72,211.64
Less: Closing stock	1,70,11,734.00	3,90,96,266.17
Total	25,91,23,366.26	23,56,75,945.47

NOTE 20 - CHANGE IN INVENTORY OF FINISHED GOODS AND WORK IN PROCESS

	31.03.2021	31.03.2020
	Rupees	Rupees
(a) Opening stock		
WIP Stock taken over from Bhandari Knit Exports running Business	3,94,51,250.00	3,42,65,755.00
Finished Stock taken over from Bhandari Knit Exports running Business	95,75,500.00	1,35,44,500.00
Total	4,90,26,750.00	4,78,10,255.00
(a) Closing stock		
Work-in-process	4,35,45,450.00	3,94,51,250.00
Finished goods*	1,15,92,816.00	95,75,500.00
(Increase) / decrease in Stock	(61,11,516.00)	(12,16,495.00)

Note No. 21 - Employee Benefit Expenses

Particular	31.03.2021	31.03.2020
	Rupees	Rupees
Salary	19,49,637.00	22,10,893.00
Wages	5,83,667.00	4,27,613.00
Staff Welfare	1,93,685.00	3,420.00
Total	27,26,989.00	26,41,926.00

Note No.22 - Financial cost

Particular	31.03.2021	31.03.2020
	Rupees	Rupees
BANK CHARGES	1,37,590.56	4,34,024.36
Bank Interest	82,06,330.98	67,23,375.05
Interest Others	5,60,997.73	2,720.00
Total	69,04,919.27	71,60,119.41

Atkhar Bhandari
Atkhar Bhandari

Atkhar Bhandari

Atkhar Bhandari



Note No. 23 - Other Expenses		
Particulars	31.03.2021	31.03.2020
	Rupees	Rupees
Manufacturing Expenses		40,35,520.00
DYES & CHEMICALS	14,27,786.00	2,84,623.00
POWER & FUEL (LS-4)		10,04,825.00
POWER & FUEL (LS-4)		5,221.00
ITC (VAT) NOT ELIGIBLE U/S	54,912.00	
ADVERTISEMENT EXPENSE	21,000.00	21,000.00
AUDIT FEE	4,15,359.16	14,150.96
FEE & TAXES	3,50,577.00	56,355.00
INSURANCE CHARGES	1,53,700.00	25,000.00
LEGAL & PROFESSIONAL CHARGES		1,440.00
PRINTING & STATIONERY	23,40,000.00	13,85,000.00
RENT	79,300.00	8,44,711.00
TRAVELLING & CONV. OTHER (FOREIGN)	7,810.00	44.00
TRAVELLING EXP. & CONV. OTHER (LOCAL)		
Total	48,50,543.16	74,57,929.96

Hitesh Bhada
W. Bhada



M/S TIKANI EXPORTS LIMITED
Vill. Meharban, Rahon Road, Ludhiana-141007

ANNEXURES FORMING PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDING 31st MARCH, 2021

- 1.1 **Description of Business:** The Company is engaged in the business of Manufacture/trading of Textile & Hosiery products & fabrics.

1.2

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

Accounting Principles (GAAP) and as per the provisions of the Companies Act, 2013 as adopted consistently by the company. All the Income and Expenditure having material bearing on the financial statements are recognized on accrual basis. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

- 1.3 **Use of Estimates:** The preparation of the financial statements in conformity with the GAAP requires that the management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements, and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.
- 1.4 **Revenue Recognition:** The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except insurance claims and gratuities. The accounts are prepared on the historical cost basis, as going concern & are consistent with the generally accepted accounting principles. The insurance claims and gratuity are accounted for in Receipt/Payment basis.
- 1.5 **Provisions & Contingent Liabilities:** A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
- 1.6 **Fixed Assets, Intangible Asset and Capital Work In Progress:** Capitalized at acquisition cost including directly attributable cost of bringing the assets to their working condition for intended use and also including an appropriate share of incidental expenditure during construction and are shown in the Balance sheet at Historical value less depreciation.
- 1.7 **Depreciation:** Depreciation has been provided on Straight Line Method (SLM) in accordance with the rates specified in schedule XIV to the Companies Act, 1956. Individual low cost assets (acquired for 5,000/- or less) are depreciated over a period of one year from the date of acquisition. Intangible assets are amortized over the irrespective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The company was incorporated on 23.08.2019. So depreciation for previous year was provided for half year whereas for current year depreciation was provided on full financial year.
- 1.8 **Investments:** Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as current or long-term based on Management's intention at the time of purchase. Current investments are carried at the lower of cost and fair value of each investment individually. Cost for overseas investments comprises the Indian Rupee value of the consideration paid for the investment translated at the exchange rate prevalent the date of investment. Long term investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

Ujjwal Phalke
Ujjwal Phalke

Shamir
Ujjwal Phalke



1.9 **Foreign Currency Transactions:** Foreign-currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

1.10 **Sales:-**

Sales are net of VAT & GST (As the amount of GST/VAT has been deducted from Sales.

1.11 **Accounting For Taxes on Income:-** Current tax is determined in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured considering the tax rates and tax laws enacted or substantively enacted by the Balance Sheet date, in accordance with "Accounting Standard - 22" of the Institute of Chartered Accountants of India. Deferred tax assets are recognized based on management's judgement as to the sufficiency of future taxable income against which the deferred tax assets can be realized.

1.12 **Earning Per Share**

Particulars	Earning Per Share 31.03.2021	Earning Per Share 31.03.2020
Profit for the year allowable to equity share holder (Rs.)	31,61,610	32,94,667
Weighted Average number of equity shares outstanding during the year (Nos.)	2,31,34,600	2,31,34,600
Number of equity shares outstanding during the year (Nos.)	0	0
Basic Earning per Share (Rs.)	0.14	0.14
Diluted EPS	0.14	0.14

1.13 **Auditors Remuneration**

Particulars	31.03.2021	31.03.2020
Audit Fee	21,000.00	21,000.00
Other Expenses	-	-
Total	21,000.00	21,000.00

1.14 **Details of Crypto Currency or Virtual Currency**

Company has not traded or invested in Crypto Currency or virtual currency during the financial year 2020-21.

1.15 **Details of Corporate Social Responsibility (CSR)**

The provisions of section 135 of The Companies Act, 2013 are not applicable to the company for financial year 2020-21.

Atish Prashar
Atish Prashar

Atish Prashar
Atish Prashar



1.16 Inventories:

- i) Raw Material chemicals and consumable and stores & spares are valued on FIFO basis at purchase price plus other expenses incurred in bringing the inventories to their present location & condition including duties (other than those subsequently recoverable from the taxation authorities).
- ii) Work in progress has been valued at cost of raw material plus manufacturing overheads.
- iii) Finished goods are valued at full absorption cost method or net realizable value (including excise duty), whichever is less.
- iv) Spare parts are taken at estimated value.

1.17 Cash & Cash Equivalents:

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

1.18 Cash Flow Statement:

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.19 Excise Duty : Not Applicable**1.20 Retirement Benefit:**

- 1. Gratuity: - No provision for gratuity has been made. The same is being charged to Statement of Profit & Loss in the year in which it is paid.
- 2. Provident Fund: - NIL
- 3. Leave Encashment: - NIL

1.21 Legal cases by and against the Company : NIL

1.22 Interest on FDRs is accounted for on accrual basis and the same has been accounted for under the head other Income.

1.23 Impairment of Assets:- An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss will be charged to the profit and loss account in the year in which assets is identified as impaired.

1.24 Party's balances (under Debtors, Creditors and Advances) as at the yearend are subject to confirmation, if any. However company has a perpetual system of reconciling the accounts with its suppliers & customers during the year.

1.25 In the opinion of the Board, current assets, loans and advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet.

1.26 Estimated amount of contracts remaining to be executed on capital goods Nil

1.27 Segment Reporting

The Company is mainly engaged in the business of manufacture of textiles goods consisting of knitted fabrics. Considering the nature of the business and financial reporting of the company, the company has only one segment viz Fabric as reportable segment. The Company operates in domestic market. Domestic sales consist of sales made in different parts of India.

1.28 Investment in shares

31.03.2021

31.03.2020

NIL

NIL

1.29 Deferred tax Liability(Assets)

As per requirements of Accounting standard -22 the company has created deferred tax liability (assets) for the year of Rs. (430637/-).

U. Shandhu
U. Shandhu

Shamir
U. Shandhu



1.30 Micro, Small and Medium Industries:-

In accordance with the notifications No. GSR 719 (E) dated 16.11.2007 issued by the Ministry of Corporate Affairs, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Development Act, 2006. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in these Financial Statement. However, in the considered view of the management and as relied upon by the auditors, impact of interest, if any that may be payable in accordance with the provisions of this Act is not expected to be material.

1.31 Related Party Disclosure:

Detail of disclosures as required by Accounting Standard (AS - 18) on "Related party Disclosures" issued by the Institute of Chartered Accountants of India are as under:- (amt in Lacs)

Particulars	31.03.2021	31.03.2020
Bhandari Hosiery Exports Limited (Sales)	165.72	467.81
Bhandari Hosiery Exports Limited (Purchases)	0	782.35
Miracle Clothing Company (sales)	41.50	11.70
Nitika Rashesh Shah	1.27	41.50

1.32 Leases :

The rental lease agreements entered into by the company are cancellable in nature without any notice. Hence company has debited the rent for use of landed property to profit & Loss Account and AS -19 has been duly complied to the extent applicable to the company. Moreover According to AS -19 the payment of rent does not give rise to any right to acquire the ownership rights over the assets under consideration.

1.33 Additional information:

Value of Imports Calculated of C.I.F. Basis	31.03.2021		31.03.2020	
	Rs.		Rs.	
Stores, Spares, Needles, Labels,	0		0	
Packing Material, Leather goods etc.	0		0	
Expenditure in Foreign Currency				
Travelling and Conveyance	0		0	
Quality claim, rebate & discount etc.	0		0	
Foreign Exchange Earnings				
FOB Value of Exports	0		0	
Foreign Exchange Outgo	0		0	
The Value of Consumption of Raw Materials and Stores				
Particulars	Raw Material	% age	stores	% age
Year ended				
31st March 2021				
Imported	0			
Indigenous	25,91,23,366	100%	0	
31st March 2020				
Imported			0	
Indigenous	23,56,75,945	100%		

Nitika Rashesh Shah
10/1/2021

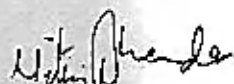


- 1.34 Previous year's figures have been recast/ regrouped wherever necessary to make them comparable with the current year's figures.
- 1.35 Note 1 to 1.35 for an integral part of the financial statement.

Vipan Kumar Aggarwal & Co.
Chartered Accountant



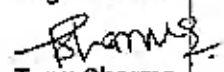
Date: 10/08/2021
Place: Ludhiana
UDIN: 21081198AAPAE6X6825

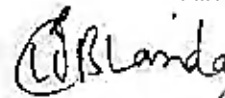

Nitin Bhandari
Director

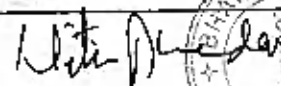

Suresh Tripathi
CFO

For and on behalf of
Tikanl Exports Limited


Kusum Bhandari
Mg. Director


Tanu Sharma
CS









Bhandari Hosiery Exports Ltd.

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E-mail : bhandari@bhandariexport.com Web : www.bhandariexport.com

(Corporate Identification No./CIN : L17115PB1993PLC013930)

Date: 17/09/2021

To
Listing Department
BSE Limited
Department of Corporate Services
P.J. Tower, Dalal Street, Mumbai-400001,

Scrip Code: 512608

Sub: Processing Fee to BSE Limited for application under Regulation 37 of SEBI (LODR) Regulations, 2015 for the Scheme of Merger of Tikani Exports Limited ("the Transferor Company") with Bhandari Hosiery Exports Limited ("the Transferee Company").

Dear Sir/Madam,

This is to inform you that we were facing problem while paying processing fee for our merger application under regulation 37 on BSE portal since last 4 days. Also we had intimated BSE about the error via e-mail dated 15.09.2021. After discussion with BSE correspondent, now we have paid the said processing fee via NEFT to BSE via our virtual account. The fee details are as follow:

Date	UTR No.	Amount (Rs.)
17/09/2021	SBIN421260789927	2,12,400/- (Two Lakhs Twelve Thousand four hundred only).

Account Details:

NEFT Beneficiary Name	BSE Limited
Credit Account Number	BSEL05605
Bank	ICICI Bank Limited
IFSC Code	ICIC0000104
Branch	CMS Branch

Kindly note our fee details and process our application for captioned subject.

Thanking You,
Yours Faithfully,

For Bhandari Hosiery Exports Limited

Daljeet Singh
Company Secretary



Txn Date	Value Date	Description	Ref No./Cheque No.	Branch Code	Debit	Credit	Balance
17/09/2021	17/09/2021	TO TRANSFER-INB NEFT UTR NO: SBIN421260444897- DAKSH ENTERPRISES	NEFT INB: AODZ735014 TRANSFER TO 3197944044306 / DAKSH ENTERPRISES	99922	2,01,000.00		-42,11,17,179.53
17/09/2021	17/09/2021	TO TRANSFER-INB NEFT UTR NO: SBIN421260444899- SUNNY BRUSH ENGG WORKS	NEFT INB: AODZ735020 TRANSFER TO 3197944044306 / SUNNY BRUSH ENGG WORKS	99922	7,906.00		-42,11,25,085.53
17/09/2021	17/09/2021	CHEQUE WDL-CHEQUE TRANSFER TO-167047	TRANSFER FROM 31422025743 SHIVAM INTERNATIONAL / 167047	4046	24,33,000.00		-42,35,58,085.53
17/09/2021	17/09/2021	TO TRANSFER-INB RTGS UTR NO: SBINR12021091742552638-R K SATYAM DYES CHEMICALS	RTGS INB: AODZ790191 TRANSFER TO 4599108044309 / R K SATYAM DYES CHEMICALS	99922	15,00,000.00		-42,50,58,085.53
17/09/2021	17/09/2021	CAS CORR PR CHQ- REVERSAL OF WITHDRAWAL BY CHEQUE-	/	10388		13,778.00	-42,50,44,307.53
17/09/2021	17/09/2021	CHQ RET CHARGES--167134	/ 167134	10388	177.00		-42,50,44,484.53
17/09/2021	17/09/2021	BY TRANSFER-RTGS UTR NO: PUNBR52021091714719130- VIDHATA INDUSTRIES P LTD	TRANSFER FROM 3199856044300 / VIDHATA INDUSTRIES P LTD	4430		15,44,902.00	-42,34,99,582.53
17/09/2021	17/09/2021	BY TRANSFER-RTGS UTR NO: PUNBR52021091714719277- VIDHATA INDUSTRIES P LTD	TRANSFER FROM 3199856044300 / VIDHATA INDUSTRIES P LTD	4430		8,88,173.00	-42,26,11,409.53
17/09/2021	17/09/2021	BY TRANSFER-RTGS UTR NO: UTIBR52021091700196416- SPRING KNITS	TRANSFER FROM 3199859044307 / SPRING KNITS	4430		7,25,000.00	-42,18,86,409.53
17/09/2021	17/09/2021	BY TRANSFER-RTGS UTR NO: UTIBR52021091700196577- SPRING KNITS	TRANSFER FROM 3199856044300 / SPRING KNITS	4430		2,75,000.00	-42,16,11,409.53
17/09/2021	17/09/2021	BY TRANSFER-INB IMPS126016847522/99999999 99/XX3737/NATRAJINTE-	MAC000837228697 MAC000837228697 TRANSFER FROM 4597950162098 /	99922		74,373.00	-42,15,37,036.53
17/09/2021	17/09/2021	TO TRANSFER-INB NEFT UTR NO: SBIN421260789927- BSE LIMITED	NEFT INB: AODZ824027 TRANSFER TO 3197944044306 / BSE LIMITED	99922	2,12,400.00		-42,17,49,436.53

**This is a computer generated statement and does not require a signature.



Date : 5 Feb 2021
 Account Number : 00000030729399785
 Description : CC Stocks (C and I)
 Name : BHANDARI HOSIERY EXPORT LTD
 Currency : INR
 Corporate Address : BHANDARI HOUSE RAHON ROAD
 VILLAGE MEHAR BAN LUDHIANA
 PUNJAB-141007
 Branch : SCB,M.G.LUDHIANA(04046)
 Rate of Interest (% p.a.) : 9.15%
 IFS Code : SBIN0004046
 Book Balance : -414574337.37
 Available Balance : 2425662.63
 Hold Value : 0.00
 Uncleared Amount : 0.00
 Drawing Power : 417000000.00
 Limit Sanctioned : 417000000.00
 Balance as on 5 Feb 2021 : -41,58,92,997.17

Account Statement from 5 Feb 2021 to 5 Feb 2021

Txn Date	Value Date	Description	Ref No./Cheque No.	Branch Code	Debit	Credit	Balance
05/02/2021	05/02/2021	TO CLEARING-HOF SUN POLYFAB PVT LTD-571	1571	10388	83,257.00		-41,58,76,254.17
05/02/2021	05/02/2021	TO CLEARING-HOF SHIVA SALES AND SERVICES-550	1559	10388	38,730.00		-41,60,14,984.17
05/02/2021	05/02/2021	TO CLEARING-YES FASHION KNITWEAR-563	1563	10388	26,612.00		-41,60,41,596.17
05/02/2021	05/02/2021	TO CLEARING-AXS RESHAM LAL WELDING WORKS-647	1647	10388	7,198.00		-41,60,48,794.17
05/02/2021	05/02/2021	BY TRANSFER-RTGS UTR NO: HOFCSR52021020573765234-VANSH KNITWEARS	TRANSFER FROM 3199859044307 / VANSH KNITWEARS	4430		20,00,000.00	-41,40,48,794.17
05/02/2021	05/02/2021	TO TRANSFER-CMP BHANDARI HOSIERY EXPORT LTD.	CMP000000003093194 29A0CT035094 TRANSFER TO 30869634640 Mr. AVTAR SINGH /	99922	30,000.00		-41,40,78,794.17
05/02/2021	05/02/2021	CHQ TRANSFER-RTGS UTR NO: SBINR52021020509795671-652 KUDU INDUSTRIES LTD	1652 KUDU INDUSTRIES LTD	4046	20,00,047.20		-41,60,78,841.37
05/02/2021	05/02/2021	BY TRANSFER-RTGS UTR NO: KKGKR52021020500775774-AG GARMENTS	TRANSFER FROM 3199860044304 / AG GARMENTS	4430		7,11,900.00	-41,53,66,941.37
05/02/2021	05/02/2021	CHEQUE DEPOSIT--371680	TRANSFER TO 36634525045 LUDHIANA MILITARY STOR / 371680	1840		10,00,000.00	-41,43,66,941.37
05/02/2021	05/02/2021	TO TRANSFER-INB RTGS UTR NO: SBINR12021020500863560-SECURITIES AND EXCHANGE BOARD OF IN	RTGS INB: AOCT055835 TRANSFER TO 4599110044305 / SECURITIES AND EXCHANGE BOARD OF IN	99922	2,07,396.00		-41,45,74,337.37

**This is a computer generated statement and does not require a signature.





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ANNEXURE XV

Report on unpaid dues

Sr. No.	Particulars	Details of dues/fine	Amount	Reason for non payment
1.	Pending Dues of SEBI	No	Nil	N.A
2.	Pending Dues of Stock Exchanges	Pending dues of stock exchange are as follows:		
	National Stock Exchange Limited of India	Regulation 17, 18 and 19 of Listing regulations	14,77,360/- (Including GST @ 18%)	Company has filed request application for "Waiver of Fine" in accordance with the Uniform Policy on Crave Outs for SOP fines levied as per the provisions of SEBI SOP Circular due to COVID-19 at respective stock exchange. Status of the said application is still 'under process'. So company has not paid the fine imposed by National Stock Exchange of India.
	BSE Limited	Regulation 17, 18 and 19 of Listing regulations	14,04,200/- (Including GST @ 18%)	Company has filed request application for "Waiver of Fine" in accordance with the Uniform Policy on Crave Outs for SOP fines levied as per the provisions of SEBI SOP Circular due to COVID-19 at respective stock exchange. Status of the said application is still under process. So company has not paid the fine imposed by National Stock Exchange of India.
3.	Pending Dues of Depositories	N.A	N.A	N.A

For Bhandari Hosiery Exports Limited

Nitin Bhandari

Nitin Bhandari
MD

Misha Gupta

Misha Gupta
CFO



Bhandari Hosiery Exports Ltd.

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(Corporate Identification No./CIN : L17115PB1993PLC013930)

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF BHANDARI HOSIERY EXPORTS LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT AND MERGER OF TIKANI EXPORTS LIMITED WITH BHANDARI HOSIERY EXPORTS LIMITED IN ITS MEETING OF COMMITTEE OF INDEPENDENT DIRECTORS HELD ON 30TH DAY OF AUGUST, 2021 AT REGISTERED OFFICE OF THE COMPANY COMMENCED AT 12:30 PM AND CONCLUDED AT 01:30 PM.

PRESENT:

Sr. No.	Name	Designation/Position	Mode of Presence Physical/Electronic
1	Sh. Surinder Kumar Kapoor	Chairperson of Meeting/Independent Director	Physically Present
2	Smt. Geetika Bhalla	Non Executive Independent Director/Member	Physically Present
3	Sh. Kunal Verma	Non Executive Independent Director/Member	Physically Present

1. Background:

1.1 Bhandari Hosiery Exports Limited ("Company") is a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office Bhandari House, Village Meharban, Rahon Road, Ludhiana. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited (together the "Stock Exchanges").

1.2 Tikani Exports Limited, Company (Transferor Company) is a public limited company incorporated under the Companies Act, 2013 having its registered office at KH400/413 Bhandari House, Village Meharban, Rahon Road Ludhiana 141007. The Transferor Company is not listed on any stock exchange in India or abroad.

1.3. A meeting of the Independent Directors of the Company was held on August 30, 2021 to consider and recommend to the Board the revised draft Scheme of Arrangement and Merger of Tikani Exports Limited with Bhandari Hosiery Exports Limited under provisions of Section 230 to 234 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the Scheme").

1.4 The recommendation of Committee of Independent Directors is made in compliance with clause No. 2 (i) of Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249, dated December 22, 2020 dealing with Schemes of arrangement involving listed companies, issued by Securities and Exchange Board of India.

1.5 The following documents were placed for consideration of the Committee:

(a) Draft Scheme of Merger/ Arrangement

(b) Revised Equity Share Valuation Report with revised share exchange ratio dated 19th August, 2021 issued by Mr. Anil Rustgi IBBI Registered Valuer having Registration No. IBBI/RV/05/2019/12313 and the Fairness opinion dated August 28, 2021 issued by Sobhagya Capital Options Ltd., Category I Merchant Bankers issued based on the said Valuation Report.

(c) Certificate issued by Krishan Goel and Associates, Chartered Accountants, Statutory Auditors of the Company, confirming that the accounting treatment contained in the Draft Scheme is in compliance with the applicable accounting standards specified by the Central Government under Section 133 of the Companies Act, 2013 pursuant to paragraph 5 of Annexure I of the SEBI Circular.

2. Proposed Scheme:

2.1 The Committee of Independent Directors noted that the salient features of the Scheme are as under.

a. There is no cash consideration involved. Upon the Scheme of Amalgamation becoming effective, based on the Valuation Report issued by independent IBBI registered Valuer and share exchange ratio recommended therein and endorsed by the Category I Merchant banker to be Fair all the equity shareholders of the Tikani Exports Limited (Transferor Company) will be allotted equity shares in Bhandari Hosiery Exports Limited (Transferee Company) in the ratio of 2.6085515 equity shares (having face value of Re. One each) in Bhandari Hosiery Exports Limited for one equity share (having face value of Rs. 10/- each) of Tikani Exports Limited Bhandari Hosiery Exports Limited.

b. "Appointed Date" means 1 April, 2022 or such other date as may be determined by the Board of the Transferor Company and the Transferee Company or such other date as may be approved by the Hon'ble NCLT of Chandigarh (Chandigarh Bench).

c. "Effective date" means the last of the dates on which the certified copy of the order of the Hon'ble NCLT of Chandigarh is filed with the Registrar of companies of Chandigarh, by Transferor Company and Transferee Company. Any reference in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the schemes" shall mean and refer to the Effective Date.


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3. Recommendation of the Committee of Independent Directors

The Committee of Independent Directors after due deliberations and consideration of all the terms of the Revised Draft Scheme, the Share Valuation Report and the Fairness Opinion recommends the draft Scheme for favourable consideration by the Board of Directors of the Company.

Further the committee of Independent Directors also recommend that draft scheme of merger is not detrimental to the shareholders of the listed entity. The scheme has positive impact on the shareholders. As company will grow with better opportunities in larger market by cost cutting and better utilization of resources, shareholders will earn more. The scheme also ensures the stability in price of shares

**For and on behalf of Committee of Independent Directors
Bhandari Hosiery Exports Ltd.**


Sh. Surinder Kumar Kapoor
Chairman of Committee of Independent Directors

Date: 30/08/2021

Place: Ludhiana



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(Corporate Identification No./CIN : L17115PB1993PLC013930)

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001.

Dear Sir,

Sub: Undertaking that the transferee entity will not issue/reissue shares not covered under the draft scheme.

I, Nitin Bhandari, Managing Director of Bhandari Hosiery Exports Limited (Transferee/Listed entity) hereby giving undertaking on behalf of listed entity that Bhandari Hosiery Exports Limited (transferee/listed entity) will not issue/reissue shares not covered under the draft scheme.

Further I hereby confirm that no shares will be issued except shares covered under the draft scheme approved by Board of Directors in its meeting held on 30.08.2021.

For and on behalf of
Bhandari Hosiery Exports Limited


Nitin Bhandari
Managing Director
DIN: 01385065



Date: 31/08/2021

Place: Ludhiana. 



Bhandari Hosiery Exports Ltd.

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To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001.

Dear Sir,

Sub: Undertaking that as on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future dates.

I, Nitin Bhandari, Managing Director of Bhandari Hosiery Exports Limited (Transferee/Listed entity) hereby giving undertaking on behalf of listed entity that as on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in Bhandari Hosiery Exports Limited (Transferee entity) at any future dates.

Further I hereby confirm that there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in Bhandari Hosiery Exports Limited (Transferee entity) at any future dates.

For and on behalf of
Bhandari Hosiery Exports Limited


Nitin Bhandari
Managing Director
DIN: 01385065



Date: 31/08/2021

Place: Ludhiana.



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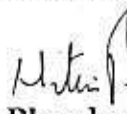
(Corporate Identification No./CIN : L17115PB1993PLC013930)

**Share working for 60347796 shares proposed to be allotted to shares holders of
Transferor Company.**

Sr. No.	Name of Shareholder	No of shares in transferor company	Ratio in which shares to be allotted in transferee company	No of Shares to be allotted	No of shares allotted after Round off
1	Nitin Bhandari	16880100	2.6085515	44032610.17	44032610
2	Kusum Bhandari	6234150	2.6085515	16262101.33	16262101
3	Manoj Kumar	4070	2.6085515	10616.80	10617
4	Chhinder Kumar	4070	2.6085515	10616.80	10617
5	Sudhansu Kumar Nayak	4070	2.6085515	10616.80	10617
6	Naveen Kumar	4070	2.6085515	10616.80	10617
7	Aneeta Dutt	4070	2.6085515	10616.80	10617
Total					60347796

*The Transferee Company will issue 2.6085515 Equity Share of Rs. 1/- each, credited as fully paid up, for every 1 Equity Shares of Rs. 10/- each held in the Transferor Company.

For Bhandari Hosiery Exports Ltd


Nitin Bhandari
Managing Director



Date: 31/08/2021

Place: Ludhiana