Integrated Governance

BHANDARI HOSIERY EXPORTS LIMITED

General information about company

Scrip code	512608	
NSE Symbol	BHANDARI	
MSEI Symbol	NOTLISTED	
ISIN	INE474E01029	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	NOT APPLICABLE
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	NOT APPLICABLE
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	NOT APPLICABLE
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false	NOT APPLICABLE
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	b00123	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	
Whether the listed entity has a Regular Chairperson	true
Whether Chairperson is related to MD or CEO	false

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Nitin Bhandari	01385065	Executive Director	Chairperson	MD	false				Active	NA		29-09-2015	20-11-2023			1	0	2	0			
2	Mr	Rajesh Kumar	05160964	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		17-03-2020	17-03-2020			1	0	0	0			
3	Mr	Surinder Kumar Kapoor	08442523	Non-Executive - Independent Director	Not Applicable		false				Active	NA		01-06-2019	30-05-2022		70	1	1	0	0			
4	Mr	Vikas Nayar	00071047	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		29-10-2004	29-10-2004			1	0	1	1			
5	Mrs	Alka Gambhir	09044278	Non-Executive - Independent Director	Not Applicable		false				Active	NA		31-08-2022	31-08-2022		31	1	1	1	0			
6	Mrs	Komal Bhalla	09106916	Non-Executive - Independent Director	Not Applicable		false				Active	NA		28-08-2023	28-08-2023		19	2	2	2	1			

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09106916	Komal Bhalla	Non-Executive - Independent Director	Chairperson	14-02-2025		
2	09044278	Alka Gambhir	Non-Executive - Independent Director	Member	14-08-2023		
3	01385065	Nitin Bhandari	Executive Director	Member	30-05-2014		
4	08442523	Surinder Kumar Kapoor	Non-Executive - Independent Director	Chairperson	01-06-2019	14-02-2025	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09106916	Komal Bhalla	Non-Executive - Independent Director	Chairperson	14-02-2025		
2	09044278	Alka Gambhir	Non-Executive - Independent Director	Member	14-08-2023		
3	00071047	Vikas Nayar	Non-Executive - Non Independent Director	Member	29-10-2004		
4	08442523	Surinder Kumar Kapoor	Non-Executive - Independent Director	Chairperson	01-06-2019	14-02-2025	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00071047	Vikas Nayar	Non-Executive - Non Independent Director	Chairperson	29-10-2004		
2	01385065	Nitin Bhandari	Executive Director	Member	30-05-2014		
3	09106916	Komal Bhalla	Non-Executive - Independent Director	Member	14-02-2025		
4	08442523	Surinder Kumar Kapoor	Non-Executive - Independent Director	Member	01-06-2019	14-02-2025	

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01385065	Nitin Bhandari	Executive Director	Chairperson	30-05-2014		
2	09106916	Komal Bhalla	Non-Executive - Independent Director	Member	14-02-2025		
3	00071047	Vikas Nayar	Non-Executive - Non Independent Director	Member	29-10-2004		
4	08442523	Surinder Kumar Kapoor	Non-Executive - Independent Director	Member	01-06-2019	14-02-2025	

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2024			true	6	6	3
2	14-02-2025	91		true	6	6	3

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2024				true	3	3	2	0
2	Audit Committee	14-02-2025	91			true	3	3	2	0
3	Corporate Social Responsibility Committee	14-11-2024				true	3	3	1	0
4	Corporate Social Responsibility Committee	14-02-2025	91			true	3	3	1	0
5	Corporate Social Responsibility Committee	28-03-2025	41			true	3	3	1	0
6	Stakeholders Relationship Committee	13-02-2025				true	3	3	1	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Shilpa Tiwari
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I.Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://www.bhandariexport.com
1.2	Memorandum of Association and Articles of Association	Yes		https://www.bhandariexport.com/pdfs/vp/Amended-MOA-AOA.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.bhandariexport.com/pdfs/vp/Brief-Profile-of-Board-of-Directors.pdf
2	Terms and conditions of appointment of independent directors	Yes		https://www.bhandariexport.com/pdfs/vp/INDEPENDENT-DIRECTORS-TERMS-AND-CONDITIONS-WEB.pdf
3	Composition of various committees of board of directors	Yes		https://www.bhandariexport.com/pdfs/vp/List-of-Committees.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.bhandariexport.com/pdfs/vp/code-of-conduct-bhel-converted.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.bhandariexport.com/pdfs/vp/VIGIL-MECHANISM-BHANDARI.pdf
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://www.bhandariexport.com/pdfs/vp/Related-Party-Transaction-Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.bhandariexport.com/pdfs/vp/Material-subsidary-Policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.bhandariexport.com/pdfs/vp/BHEL-Familiarization-Programme-for-Independent-Directors.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.bhandariexport.com/investor-services/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.bhandariexport.com/investor-services/
12	Financial results	Yes		https://www.bhandariexport.com/financial-information/
13	Shareholding pattern	Yes		https://www.bhandariexport.com/shareholding-and-listing/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA		
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.bhandariexport.com/newspaper-publication/
18	Credit rating or revision in credit rating obtained	Yes		https://www.bhandariexport.com/credit-rating/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.bhandariexport.com/secretarial-comliance-report/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.bhandariexport.com/pdfs/vp/POLICY-FOR-DETERMINATION-OF-MATERIALITY-OF-EVENTS.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.bhandariexport.com/pdfs/vp/POLICY-FOR-DETERMINATION-OF-MATERIALITY-OF-EVENTS.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.bhandariexport.com/disclosure-under-regulation-30/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.bhandariexport.com/financial-information/
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.bhandariexport.com/pdfs/vp/Dividend-Distribution-policy.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.bhandariexport.com/annual-return/
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.bhandariexport.com

28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.bhandariexport.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	

38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
Any other information to be provided				

Annexure II

1	Name of signatory	Shilpa Tiwari
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Shilpa Tiwari
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Shilpa Tiwari
Designation of person	Company Secretary and Compliance Officer
Place	Ludhiana
Date	14-04-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	8
No. of investor complaints disposed off during the Quarter	8
No. of investor complaints those remaining unresolved at the end of the Quarter	0