

Annual Secretarial Compliance Report of Bhandari Hosiery Exports Limited for the year ended 31st March, 2022

{Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

BHANDARI HOSIERY EXPORTS LIMITED
Bhandari House, Village Meharban, Rahon Road,
Ludhiana-141007 (Pb.).

We, Rajeev Bhambri & Associates - Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **Bhandari Hosiery Exports Limited** ("the listed entity") (CIN: L17115PB1993PLC013930),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- Minutes of Board and Committees of Board of Company, and
- other Secretarial Records,

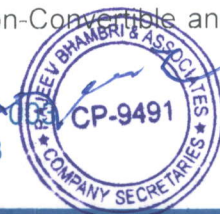
for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, as applicable, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
		Nil	

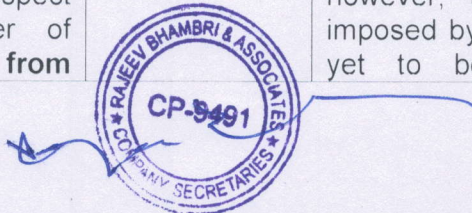
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
		Nil		

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:


Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended..	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The company has not complied with the provisions of regulation 17 with respect to the composition of the Board in terms of the total number of Directors from 15.02.2020 to 09.11.2020. Regulation 17 - Composition of the Board	31.03.2021	The Compliance has been made; however, the fine imposed by BSE is yet to be paid. Request for waiver by Company is not replied by BSE.	The Compliance has been made; however, the fine imposed by BSE is yet to be paid.
2	The company has not complied with the provisions of regulation 17 with respect to the total number of Independent Directors from	31.03.2021	The Compliance has been made; however, the fine imposed by BSE is yet to be paid.	The Compliance has been made; however, the fine imposed by BSE is yet to be paid.



	15.02.2020 till 09.11.2020. Regulation 17 - Composition of the Board		Request for waiver by Company is not replied by BSE.	
3	The company has not complied with the provisions of regulation 17 with respect to appointment of woman director from 15.02.2020 till 18.08.2020. Regulation 17 - Composition of the Board	31.03.2021	The Compliance has been made; however, the fine imposed by BSE is yet to be paid. Request for waiver by Company is not replied by BSE.	The Compliance has been made; however, the fine imposed by BSE is yet to be paid.
4	The company has not complied with the provisions of regulation 18 with respect to the total number of Independent Directors as members from 15.02.2020 till 18.08.2020. Regulation 18 - Composition of Audit Committee	31.03.2021	The Compliance has been made and the fine imposed by NSE was also paid.	The Compliance has been made and the fine imposed by NSE was also paid on 17.01.2022 as reduced by NSE.
5	The company has not complied with the provisions of regulation 18 with respect to the total number of Directors as members from 15.02.2020 till 30.06.2020. Regulation 18 - Composition of Audit Committee	31.03.2021	The Compliance has been made and the fine imposed by NSE was also paid.	The Compliance has been made and the fine imposed by NSE was also paid on 17.01.2022 as reduced by NSE.
6	The company has not complied with the provisions of regulation 18 with respect to the total number of Independent Directors as members from 15.02.2020 till 18.08.2020. Regulation 19 - Composition of Nomination Committee	31.03.2021	The Compliance has been made and the fine imposed by NSE was also paid.	The Compliance has been made and the fine imposed by NSE was also paid on 17.01.2022 as reduced by NSE.
7	The company had not appointed the Compliance Officer as Company Secretary from 01.10.2020 till 09.11.2020. Regulation 6 - Appointment of Compliance Officer	31.03.2021	The Compliance has been made; however, the fine imposed by BSE is yet to be paid. Request for waiver by Company is not replied by BSE.	The Compliance has been made; however, the fine imposed by BSE is yet to be paid.
8	Fine imposed by BSE - Regulation 17(1)	31.03.2021	Fine imposed by BSE is yet to be paid. Request for waiver by Company is not replied by BSE.	Fine imposed by BSE is yet to be paid.
9	Fine imposed by BSE - Regulation 178(1)	31.03.2021	Fine imposed by BSE is yet to be	Fine imposed by BSE is yet to be



			paid. Request for waiver by Company is not replied by BSE.	paid.
10	Fine imposed by BSE - Regulation 19(1) / 19(2)	31.03.2021	Fine imposed by BSE is yet to be paid. Request for waiver by Company is not replied by BSE.	Fine imposed by BSE is yet to be paid.
11	Fine imposed by NSE - Regulation 17(1)	31.03.2021	Fine was paid to NSE on 17.01.2022 as reduced by NSE.	Default made good.
12	Fine imposed by NSE - Regulation 18(1)	31.03.2021	Fine was paid to NSE on 17.01.2022 as reduced by NSE.	Default made good.
13	Fine imposed by NSE - Regulation 19(1)/19(2)	31.03.2021	Fine was paid to NSE on 17.01.2022 as reduced by NSE.	Default made good.
14	Fine imposed by NSE - Regulation 17(1)	31.03.2021	Fine was paid to NSE on 17.01.2022 as reduced by NSE.	Default made good.
15	Fine imposed by BSE - Regulation 17(1)	31.03.2021	Fine imposed by BSE is yet to be paid. Request for waiver by Company is not replied by BSE.	Fine imposed by BSE is yet to be paid.




Rajeev Bhambri

Company Secretary in whole time practice

C.P. No. 9491

Place: Ludhiana

Dated: 22.05.2022

UDIN: F004327D000394805