



BHANDARI HOSIERY EXPORTS LIMITED

**REGD. OFFICE: BHANDARI HOUSE, VILLAGE MEHARBAN,
RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)**

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Web: www.bhandariexport.com; Corporate Identification No.: L17115PB1993PLC013930

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY, 5TH DAY OF SEPTEMBER, 2023 AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA.

CONSIDERED, DISCUSSED AND DECIDED, THE TERMS AND CONDITIONS AND OTHER RELATED MATTERS IN CONNECTION WITH THE PROPOSED FUND RAISING OPTIONS IN VIEW OF THE CAPITAL REQUIREMENT OF THE COMPANY.

The Board discussed and passed the following resolution:

“RESOLVED THAT consent of the Board of Directors is hereby given in accordance with the provisions of Section 62(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the regulations issued by the Securities and Exchange Board of India (“SEBI”), the Listing Agreements entered into by the Company with the stock exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of the Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof} the consent of the Board be and is hereby accorded to create, offer and issue to the equity shareholders of the Company as on the record date 13th September, 2023 upto 1,69,11,111 fully paid-up equity shares of Rs.1/- each of the Company for a such sum as may be determined by the Board of Directors in this regard, in the ratio of 3:26 to the existing equity shareholders and on such other terms and conditions as may be mentioned in the draft Letter of Offer to be issued by the Company in respect of the rights Issue.

RESOLVED FURTHER THAT Mr. Daljeet Singh be and is hereby appointed as Compliance Officer for the purpose of the Rights Issue.

RESOLVED FURTHER THAT a committee of the Board be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary for the purpose of the rights Issue as aforesaid including but not limited to the follow:

- a) To fix record date(s) for the purpose of the Rights Issue for ascertaining the names of members who will be entitled to the aforesaid offer of equity shares in consultation with the stock exchanges with which company’s shares are listed.
- b) To decided and determine the final size of the rights Issue, the price per share either prior to or after filing of the draft Letter of Offer with SEBI/Stock Exchanges and the rights entitlement ratio for equity shares including terms of the Rights Issue;
- c) To decide the treatment to be given to the fractional entitlement if any, including rounding upward or downwards or ignoring such fractional entitlement or issue of fractional coupons and terms and conditions for consolidation of fractional entitlements into a whole share and application to the Company for the same as well as to decide the disposal off the shares representing the fractional

- coupons which are not so consolidated and presented to the Company for allotment of whole shares or treating fractional entitlement in the manner as may be approved by SEBI and the stock exchanges;
- d) To decide the opening and closing dated for the rights Issue and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, stock exchanges or other authorities from time to time;
 - e) To finalise the draft Letter of Offer, Letter of Offer, Composite Application Form, abridged Letter of Offer (if approved) and other documents and to file the same with SEBI, stock exchanges and other concerned authorities and issue the same to the equity shareholders of the Company;
 - f) To appoint Lead Managers to the rights Issue, Bankers, Registrar, Legal Advisors, Monitoring Agency, Consultants, Advisors, Underwriters, Printers and such other agencies as may be desired and to remunerate such agencies in cash or otherwise including by way of payment of commission, brokerage, fees, reimbursement of expenses incurred in relation to the issue of securities and other expenses, if any;
 - g) To finalise the basis of allotments of equity shares in consultation with Lead Managers, Registrar and the designated stock exchange and other stock exchanges where the existing shares are listed, if necessary;
 - h) To issue and allot the equity shares in one or more tranches and to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to the issue of the equity shares;
 - i) To issue the Letter of Allotment to the proposed allottees either in dematerialized form or in physical form as may be required by the allottees;
 - j) To enter the names of the allottees in the Register of Members of the Company;
 - k) Issue new shares (including new certificates where required) representing the equity shares issued as part of the Rights Issue with new distinctive numbers and also to inform the depositories to take necessary action to give effect to the above and to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to the rights Issue;
 - l) To settle any question, difficulty or doubt that may arise in connection with the rights Issue including the issue and allotment of the equity shares as aforesaid and to do all such acts, deeds and things as the Committee may in its absolute discretion consider necessary, proper, desirable or appropriate for selling such question, difficulty or doubt and making the said Rights Issue and allotment of equity shares;
 - m) To decide the mode and manner of allotment of shares if any not subscribed and left/remaining after allotment of rights shares and additional shares applied by the shareholders and renounces;
 - n) To open bank Account(s) to received applications along with application monies in respect of the issue of the shares and to make refunds;
 - o) To file necessary returns, make declarations/announcements, furnish information etc, to the concerned authorities in connection with the Rights Issue;
 - p) To sign and execute any other documents, agreement, undertaking in connection with the rights Issue; and
 - q) To take all such other steps as may be necessary in connection with this Rights issue.

RESOLVED FURTHER THAT the following persons viz.

1. Mr. Nitin Bhandari, Managing Director
2. Mrs. Misha Malhotra, Chief Financial Officer
3. Mr. Daljeet Singh, Company Secretary & Compliance Officer

Be and are hereby severally authorised to do all such acts, makers, deeds and things and to execute all such deeds, documents, agreements etc. as may be necessary for the purpose of the proposed Rights Issue including but not limited to the following;

- i. To obtain the requisite approvals, consents and sanctions from SEBI, stock exchanges, RBI, Registrar of Companies, Government of India, Foreign Investment Promotion Board ("FIPB"), lenders of the Company etc;
- ii. To file necessary certificates/ returns/forms with SEBI, Stock Exchanges, Reserve Bank of India, Registrar of Companies, Government of India and other authorities;
- iii. To apply to the stock exchanges for obtaining in-principle approval for listing and for permission to trade the equity shares and to do all such acts, deeds, matters and things and to sign all such papers, documents and agreements, as may be necessary to seek the listing of such equity shares on the Bombay Stock Exchange / National Stock Exchange with power to settle any query, difficulty or doubt that may arise in regard to the rights Issue;
- iv. To apply to the concerned depositories for the admission of the equity shares into the depository system; and
- v. To incur necessary expenses such as fees of various agencies, filing fees, stamp duty etc.

RESOLVED FURTHER THAT Mr. Daljeet Singh, Company Secretary & Compliance Officer will act as the Secretary to the Committee and shall do all such acts, deeds as many be required”.

**Certify to be true copy
For Bhandari Hosiery Exports Limited**

**Daljeet Singh
Company Secretary**