



Bhandari Hosiery Exports Ltd.

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of the Company will be held on Thursday the 28th day of August, 2025 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, 2025 together with the Reports of the Auditors and Directors thereon.

2. Consider declaration of Dividend

To consider declaration of dividend on Equity Shares for the financial year ended 31st March, 2025.

3. Re-appointment of Mr. Rajesh Kumar

To appoint a Director in place of Mr. Rajesh Kumar (DIN- 05160964), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Consider and if though fit, to pass the following Resolution as an Ordinary Resolution:- To Appoint M/s Rajeev Bhambri & Associates, Company Secretaries as Secretarial Auditor of the Company for a period of 5 years.

"RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of SEBI (LODR) Regulations, 2015, with the recommendation of Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint M/s Rajeev Bhambri & Associates, Company Secretaries, Ludhiana as Secretarial Auditor of the Company for a period of 5 years (i.e. from FY 2025-26 to 2029-30) to hold office until the conclusion of the Annual General Meeting of the Company to be held in year 2030 on such remuneration as may be fixed by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Nitin Bhandari (DIN: 01385065), Managing Director or Ms. Shilpa Tiwari, Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

5. To Consider and if thought fit, to pass the following resolution as Special Resolution:- To Appoint Mr. Rohit Kumar Chhabra (DIN: 11131326) as a Non-Executive Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) on the recommendation and approval of



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Nomination and Remuneration Committee and the Board of Directors of the company respectively and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, Mr. Rohit Kumar Chhabra (DIN: 11131326) who was appointed as an Additional Director (Non-executive and Independent) of the Company w.e.f. 30th May, 2025 pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and has consented to act as Non-Executive Independent Director of the Company and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as Non-Executive Independent Director of the company to hold the office for a term of 5 (five) consecutive years w.e.f 30th May, 2025 to 29th May, 2030 and his office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT Mr. Rohit Kumar Chhabra (DIN: 11131326) shall be entitled to receive sitting fees for attending meetings of the Board of Directors as well as receive consultation fees for giving consultancy to the Company as may be determined by the Board from time to time."

"RESOLVED FURTHER THAT, Mr. Nitin Bhandari, Managing Director of the Company or Ms. Shilpa Tiwari, Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution."

6. To Consider and if thought fit, to pass the following resolution as Special Resolution:- To Appoint Ms. Sharon Arora (DIN: 09450764) as a Non-Executive Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) on the recommendation and approval of Nomination and Remuneration Committee and the Board of Directors of the company respectively and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, Ms. Sharon Arora (DIN: 09450764) who was appointed as an Additional Director (Non-executive and Independent) of the Company w.e.f. 30th May, 2025 pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and has consented to act as Non-Executive Independent Director of the Company and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as Non-Executive Independent Director of the company to hold the office for a term of 5 (five) consecutive years w.e.f 30th May, 2025 to 29th May, 2030 and her office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT Ms. Sharon Arora (DIN: 09450764) shall be entitled to receive sitting fees for attending meetings of the Board of Directors as well as receive consultation fees for giving consultancy to the Company as may be determined by the Board from time to time."

"RESOLVED FURTHER THAT, Mr. Nitin Bhandari, Managing Director of the Company or Ms. Shilpa Tiwari, Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution."

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

Place: Ludhiana
Dated: 24.07.2025

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



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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 per cent of the total share capital of the Company carrying voting rights.
- 4) A statement giving relevant details of the directors seeking appointment/re-appointment under Item No. 3 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 22nd August, 2025 to Thursday 28th August, 2025 (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 @2% i.e. Rs.0.02 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 21st August, 2025.
- 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) Members are hereby informed that, dividends which remain unclaimed/unpaid for over a period of 7 years, have to be transferred by the company to the Investor Education & Protection Fund (IEPF) constituted by Central Government under section 125 of the Company Act, 2013. Members can claim the transferred amount from IEPF Authority as per the procedure laid down under the Act & Rules thereunder.
- 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.
- 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



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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. up to 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) In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ DP unless any Member has requested for a physical copy of the same. A letter providing a web-link and QR code for accessing the Annual Report will be sent to those Members who have not registered their Email IDs. The Company shall send a physical copy of the Annual Report FY 2024-25 to those Members who request the same at cs@bhandariexport.com mentioning their Folio No./DP ID and Client ID.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.bhandariexport.com and websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

16) The name of RTA of the Company is changed from Link Intime India Private Limited to MUFG Intime India Private Limited with effect from December 31, 2024.

17) 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.

18) The Shareholders holding shares in physical form are requested to:

- Quote their folio number/Client ID & DP-ID in all correspondence with the company.
- Notify immediately to the company any change in their address/mandate, if any.
- 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 2025-26 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 MUFG Intime India Pvt Ltd (Formerly known as 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 32nd Annual General Meeting and the Annual Report for year 2024-25 will also be available on the Company's website www.bhandariexport.com for their 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 the members facility to exercise their right to vote at the 32nd 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, August 25, 2025 (9.00 a.m. IST) and ends on Wednesday, August 27, 2025 (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, August 21, 2025, 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. August 21, 2025, 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 along with 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. 28th August, 2025.



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CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Monday, August 25, 2025 (9.00 a.m. IST) and ends on Wednesday, August 27, 2025 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 21, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 abovesaid 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 Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for



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	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 (DP)	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.

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

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders 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 an earlier



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e-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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Bhandari Hosiery Exports Limited on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



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(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (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 at toll free no. 1800 21 09911



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING

For Item No. 4 of the Special Business:

TO APPOINT M/S RAJEEV BHAMBRI & ASSOCIATES, COMPANY SECRETARIES, AS A SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF 5 YEARS

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board at its meeting held on 30.05.2025 on the recommendation of Audit Committee, has approved the appointment of M/S RAJEEV BHAMBRI & ASSOCIATES, COMPANY SECRETARIES, Ludhiana as Secretarial Auditor of the Company to conduct the Audit for 5 Financial Years from 2025-26 to 2029-30 at a proposed remuneration of Rs. 1,00,000 per annum, subject to approval of the Members at this 32nd AGM of the Company.

M/s Rajeev Bhambri & Associates is led by Mr. Rajeev Bhambri, a Fellow Member of the Institute of Company Secretaries of India with over 20 years of experience. The firm has experience in dealing with matters relating to Company Law, Secretarial & Management Advisory Services, Legal Due Diligence, Listing Regulations etc. The firm is providing services to many Companies (listed and unlisted) in India on Company Law and legal matters and various Judicial and semi judicial forums like NCLT, ROC, MCA, SEBI & Arbitration. Apart therefrom, they are also handling assignments relating to Rights Issues. In Finance, they handle project financing, working capital financing, finance cost reduction, Bills Discounting, Factoring, Debt restructuring, Rent Securitization, Foreign Currency Loans. Their focus and concentration remain on the cost-efficient solutions. They are also providing advisory services relating to Insolvency. Mr. Rajeev Bhambri is registered Insolvency Professional and is doing many assignments as Resolution Professional and Liquidator.

The Board of Directors recommends the above ordinary resolution for your approval.

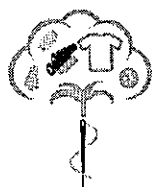
None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 5 of the Special Business:

TO APPOINT MR. ROHIT KUMAR CHHABRA (DIN: 11131326) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Mr. ROHIT KUMAR CHHABRA (DIN: 11131326) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") each as amended. In this connection, the Board is of the opinion that Mr. Rohit Kumar Chhabra (DIN: 11131326) fulfils the criteria of independence, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Rohit Kumar Chhabra (DIN: 11131326) is independent of the management of the Company.

Mr. Rohit Kumar Chhabra (DIN: 11131326) is an Advocate by profession. He has done LLB (Professional), Master of Arts in Public Administration (Development Administration) and Post Graduate Diploma in Global Business Management. He is a Practicing Advocate in Ludhiana District Court. He is an expert at ascertaining the facts of a case, accurately interpreting laws and preparing legal paperwork for presentation in court. He had been



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involved in some big cases of wide social Justice.

He is not related to any other director on the Board of the Company.

Considering, the rich experience and sound academic credentials of Mr. Rohit Kumar Chhabra (DIN: 11131326), the Nomination and Remuneration Committee and the Board of Directors has recommended his appointment as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The draft letter of appointment of Mr. Rohit Kumar Chhabra (DIN: 11131326) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@bhandariexport.com.

None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding.

The Board of Directors recommends the resolution at Item No. 5 for approval of the Members by way of a Special Resolution.

Additional information in respect of Mr. Rohit Kumar Chhabra (DIN: 11131326), pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

For Item No. 6 of the Special Business:

TO APPOINT MS. SHARON ARORA (DIN: 09450764) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Sharon Arora (DIN: 09450764) is proposed to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") each as amended. In this connection, the Board is of the opinion that Ms. Sharon Arora (DIN: 09450764) fulfils the criteria of independence, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Ms. Sharon Arora (DIN: 09450764) is independent of the management of the Company.

Ms. Sharon Arora (DIN: 09450764) is a Company Secretary, She has a rich and varied career, with a unique blend of experience in compliance, corporate governance, and strategic leadership. Her work in the Non-Banking Financial Company (NBFC) sector seems to have been particularly significant. The compliance roles, she has undertaken—especially around regulatory frameworks such as SEBI, RBI, and FEMA. Listing her previous organization on the NSE EMERGE platform is an impressive milestone. Her role as an Independent Director on the boards of listed companies further enhances her profile.

She is not related to any other director on the Board of the Company.

Considering, the rich experience and sound academic credentials of Ms. Sharon Arora (DIN: 09450764), the Nomination and Remuneration Committee and the Board of Directors has recommended her appointment as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.



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The draft letter of appointment of Ms. Sharon Arora (DIN: 09450764) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to

None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding.

The Board of Directors recommends the resolution at Item No. 6 for approval of the Members by way of a Special Resolution.

Additional information in respect of Ms. Sharon Arora (DIN: 09450764), pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

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

**Place: Ludhiana
Date: 24.07.2025**

**Sd/-
Nitin Bhandari
Chairman & Mg. Director**



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ANNEXURE TO ITEM NO 3, 5 and 6 OF THE NOTICE

Name of Director	Mr. Rajesh Kumar	Mr. Rohit Kumar Chhabra	Ms. Sharon Arora
Category	Non-Executive Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth	20-02-1971	11-12-1982	18.06.1990
DIN	05160964	11131326	09450764
Terms and conditions of appointment or re-appointment	Re-appointment due to retired by rotation. No remuneration is being proposed/ sought to be paid on re-appointment.	Appointed as an Additional Independent Director by the Board at its meeting held on 30-05-2025 subject to the approval of members in General Meeting.	Appointed as an Additional Independent Director by the Board at its meeting held on 30-05-2025 subject to the approval of members in General Meeting.
Date of first appointment in the board of directors	17.03.2020	30.05.2025	30.05.2025
Qualification	PGDMIR	LLB (Professional), Master of Arts in Public Administration and Post Graduate Diploma in Global Business Management	CS
Shareholding in the company	Nil	Nil	Nil
Relationship with other Directors of The Company	None	None	None
Directorship/Chairmanship in other Public Companies	Nil	Nil	Nil
Listed companies (other than Bhandari Hosiery Exports Limited) holds directorship and committee membership	Nil	Nil	Paos Industries Limited Ritesh International Limited
Directorship of Private Companies/Partnerships/LLP	Nil	Nil	Nil
Membership/Chairmanship of Committees of Board of Other Companies	Nil	Nil	Paos Industries Limited - Audit Committee – Member - Nomination & Remuneration Committee – Member - Stakeholders Relationship Committee – Member
Expertise	HR & Management. Having more than 32 years of experience in the field of HR and other compliances of The Factories Act and Labour Laws.	Mr. Rohit Kumar Chhabra is an Advocate by profession. He has done LLB (Professional), Master of Arts in Public Administration (Development Administration) and Post Graduate Diploma in Global Business Management. He is a Practicing Advocate in	Ms. Sharon Arora (DIN: 09450764) is a Company Secretary, She has a rich and varied career, with a unique blend of experience in compliance, corporate governance, and strategic leadership.



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		Ludhiana District Court. He is an expert at ascertaining the facts of a case, accurately interpreting laws and preparing legal paperwork for presentation in court. He had been involved in some big cases of wide social Justice.	Her work in the Non-Banking Financial Company (NBFC) sector seems to have been particularly significant. The compliance roles, she has undertaken—especially around regulatory frameworks such as SEBI, RBI, and FEMA. Listing her previous organization on the NSE EMERGE platform is an impressive milestone. Her role as an Independent Director on the boards of listed companies further enhances her profile.
Number of Meetings of The Board attended during the year	Refer Corporate Governance Report forming part of Annual Report	NIL	NIL
Details of Remuneration	Nil	Director Sitting Fees and Consultancy fee as per resolution set out in the notice	Director Sitting Fees and Consultancy fee as per resolution set out in the notice

Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.

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

Place: Ludhiana
Date: 24.07.2025

Sd/-
Nitn Bhandari
Chairman & Mg. Director



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**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. MUFG Intime India Pvt Ltd (Formerly known as 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, 2% dividend is proposed to be declared in the 32nd 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 along with 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



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The members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at the address: , M/s. MUFG Intime India Pvt Ltd (Formerly known as 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- M/s. MUFG Intime India Pvt Ltd (Formerly known as M/s Link Intime India Pvt Ltd.) (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 2024-25 does not exceed Rs. 5,000.

Non-Resident Shareholder:



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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- M/s. MUFG Intime India Pvt Ltd (Formerly known as M/s Link Intime India Pvt Ltd.) (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 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. M/s. MUFG Intime India Pvt Ltd (Formerly known as M/s Link Intime India Pvt Ltd.) on their Mail-ID i.e. cs@bhandariexport.com and/or delhi@linkintime.co.in on or before 20th August, 2025 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post 20th August, 2025 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>