



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)

20.07.2022

To

| | |
|---|---|
| Corporate Relationship Department BSE Limited Floor 25, Feroze Jeejeebhoy Towers, Dalal Street Mumbai-400001 Phone:022-22721233-34 | Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra East, Mumbai-400051 Board: 022-26598100(Extn:22348) Direct: 022-26598346 |
| Scrip Code: 512608 | Symbol: BHANDARI |

Subject: Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated July 19, 2022, seeking approval of Members of the Company by way of Special Resolution(s) on the following resolution through Postal Ballot Process (e-Voting):-

1. Re-appointment of Mr. Surinder Kumar Kapoor as Independent Director.

The aforesaid Notice is sent to the members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, July 15, 2022, on their registered email address. The Company has engaged CDSL to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Saturday, July 23, 2022 at 9.00 A.M. (1ST) and ends on Monday, August 22, 2022 at 5.00 P.M. (1ST).

The said Postal Ballot Notice will also be made available on the website of the Company www.bhandariexport.com

Kindly take note of the same.

Thanking you,

Yours Sincerely
For Bhandari Hosiery Exports Limited

Daljeet Singh
Daljeet Singh
Company Secretary

BHANDARI HOSIERY EXPORTS LIMITED
(A Govt. of India recognised Export House)
CIN: L17115PB1993PLC013930

Registered Office: Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007(INDIA)
Tel: +91 88720-16409, E-Mail id: Bhandari@bhandariexport.com, Website: www.bhandariexport.com

NOTICE OF POSTAL BALLOT

**NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND
RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 along with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (the "MCA Circulars") and any other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), to transact the item of special business as set out in the Postal Ballot Notice proposed to be passed by the Members of Bhandari Hosiery Exports Limited ("the Company") through remote e-voting i.e. voting through electronics means.

The Company will send Postal Ballot Notice by email to its members who have registered their email addresses with the Company/RTA/Depository/Depository Participants ("DP") and the communication of assent/dissent of the Members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolution setting out the material facts concerning item and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you for your consideration pursuant to Rule 22(5) of the Management Rules.

The Board of Directors of the Company has appointed Mr. Rajeev Bhambri of M/s Rajeev Bhambri & Associates, Practising Company Secretary (CP No. 9491), as the Scrutinizer (hereinafter referred as

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the "Scrutinizer") for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before Wednesday, August 24, 2022, at the corporate office of the Company and will be intimated/communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (hereinafter referred to as the "Stock Exchanges") where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company's website www.bhandariexport.com.

The resolutions, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Monday, August 22, 2022. The members are requested to consider and, if thought fit, pass the following resolutions:

SPECIAL BUSINESS:

1. To Re-Appointment of Mr. Surinder Kumar Kapoor (DIN: 08442523) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification/the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Surinder Kumar Kapoor (DIN: 08442523), who has been an Independent Director of the Company for a term of three years, consent of members be and is hereby accorded by way of special resolution for re-appointment as an Independent Director, not liable to retire by rotation and to hold office for a further term of 3 years w.e.f. 01st June, 2022 till 30th May, 2025.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard"

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

Place: Ludhiana

Date: July 19, 2022

sd/-
Daljeet Singh
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Act read with rules made there under, stating all material facts and the reasons for the proposal set out above is annexed herewith.
2. The Notice is being sent to all the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the depositories i.e National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of working hours i.e. 5.00 P.M. on 15.07.2022 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020, General Circular No. 19/2021 and General Circular No. 20/2021.
3. Members may note that this Postal Ballot Notice will also be available on the Company's website i.e. www.bhandariexport.com websites of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange India Limited at www.nseindia.com
4. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid up value of shares registered in the name of each member as on July 15, 2022, being the cut-off date fixed for the purpose.
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 along with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on July 15, 2022 being the cut-off date, to exercise their right to vote electronically on the above resolution.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Central Depository Services Limited (hereinafter referred to as "CDSL"). The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
8. The Board of Directors of the Company in its meeting held on Tuesday, July 19, 2022 has appointed Mr. Rajeev Bhambri, Practicing Company Secretary (CP No. 9491) of M/s Rajeev Bhambri & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner. Mr. Rajeev Bhambri has given his consent to act as the Scrutinizer and would be available for the purpose of ascertaining the requisite majority.

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9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before 24th August, 2022 and will also be displayed on the Company's website www.bhandariexport.com and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of SEBI Listing Regulations.

10. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

11. The Resolution, if passed by the Members through Postal Ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 22nd August, 2022 in terms of Secretarial Standard — 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

12. A member cannot exercise his vote by proxy on Postal Ballot.

13. All the material documents referred to in the explanatory statement will be available for electronic inspection on the website of the Company at www.bhandariexport.com from the date of dispatch of this notice to the date of declaration of the results of Postal Ballot.

14. In terms of MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copies of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:

a. For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company by writing an email at cs@bhandariexport.com. The members shall provide the following information in the email:-

Full Name, No of shares held,

Folio Number (if shares held in physical) and PAN,

Share certificate number (if shares held in physical) and PAN,

DP ID & Client ID (if shares are held in demat), Email id to be registered and Mobile No.

b. Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to cs@bhandariexport.com.

c. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. Delhi@Linkintime.co.in;

d. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants/the Company's Registrar and Share

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Transfer Agent to enable servicing of notices/documents/Annual Reports electronically to their email address.

15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region, where registered office of the Company is situated (i.e. in Punjabi language).

16. Members can also contact Mr. Dajeet Singh, Company Secretary and Compliance Officer of the Company to resolve any grievances with regard to voting by Postal Ballot. Address: - Bhandari House, village Meharban, Rahon Road, Ludhiana-141007 Punjab, India, Email id: cs@bhandariexport.com,

17. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution through the e-voting service facility arranged by Central Depository Services Limited (hereinafter referred to as "CDSL"). The instructions for electronic voting are given in this Notice. E-Voting will commence on July 23, 2022 at 9:00 a.m. IST and will end on August 22, 2022 at 5:00 p.m. IST. E-Voting shall not be allowed beyond the said time and date.

18. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Central Depository Services Limited (hereinafter referred to as "CDSL") to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

19. All papers relating to Postal Ballot including voting by remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and sign the minutes.

20. Dispatch of the Notice shall be deemed to be completed on the day on which Company or CDSL sends out the Postal Ballot Notice by e-mail to the members of the Company.

21. IMPORTANT DETAILS REGARDING THE REMOTE E-VOTING FACILITY ARE PROVIDED BELOW:

| | |
|--|---|
| Cut-off date for determining the Members entitled to vote through e-Voting | Friday, July 15, 2022 |
| Commencement of voting | Saturday, July 23, 2022 at 09:00 a.m. IST |
| End of voting | Monday, August 22, 2022 at 05:00 p.m. IST |

During the period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date of Friday, July 15, 2022 may cast their vote electronically. The e-Voting module will be disabled by the Service provider i.e. CDSL after 5:00 P.M. on Monday, August 22, 2022.

22. VOTING THROUGH ELECTRONIC MEANS

As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

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Requirements) Regulations, 2015, on e-Voting Facility provided by Listed Entities, “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote eVoting, as devised by the Depositories / Depository Participant(s), is given below:

Option 1 – Login through Depositories

| NSDL | CDSL |
|--|---|
| <p>1. Members who have already registered for IDeAS facility to follow below steps:</p> <p>(i) Goto URL: https://eservices.nsd.com</p> <p>(ii) Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</p> <p>(iii) A new page will open. Enter the existing User ID and Password. On successful authentication, you will be able to see eVoting services. Click on “Access to e-voting”.</p> <p>(iv) Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> | <p>1. Members who have already registered for CDSL Easi/Easiest facility to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasi/home/login or</p> <p>(ii) URL: www.cdslindia.com and then go to login icon and select New System Myeasi.</p> <p>(iii) Login with existing user id and password.</p> <p>(iv) Click on e-voting. The option will be made available to reach e-Voting page without any further authentication.</p> <p>(v) Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p> |
| <p>2. User not registered for IDeAS e-services:</p> <p>(i) To register click on link: https://eservices.nsd.com. Select option “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>(ii) Proceed with completing the required fields.</p> | <p>2. User not registered for Easi/Easiest:</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> |
| <p>3. Users can directly access e-Voting module of NSDL and follow the below process:</p> <p>(i) Goto URL: https://www.evoting.nsd.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Members’ section.</p> <p>(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown as the screen.</p> <p>(iv) On successful authentication, you will be redirected to NSDL Depository site wherein you</p> | <p>3. Users can directly access e-Voting module of CDSL and follow the below process:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide Demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> |

| | |
|--|--|
| <p>can see e-Voting page. Click on the 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.</p> | <p>(v) After successful authentication, the user will be provided links for the respective ESP where the E-Voting is in progress.</p> <p>(vi) Click on the Company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.</p> |
|--|--|

Option 2 - Login through 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 the 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 1800-225- 533. |
| 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 |

(a) Login method for e-Voting for shareholders other than individual shareholder holding in Demat form and physical shareholders:

- (i) The Members should log on to the ~ e-Voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| For Shareholders holding shares in Demat form other than individual and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members 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. 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 as mentioned in instruction (3) |

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

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

(x) Click on the EVSN: **220716005** for on which you choose to vote.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

(xvi) 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.

(xvii) Additional Facility for Non-Individual Shareholders and Custodians — for Remote eVoting only

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- 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 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.
- 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.
- 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; investor@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 ADDRESSES/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

a. 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 Aadhaar Card) by email to cs@bhandariexport.com.

b. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).

c. For Individual Demat shareholders — Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & virtual meetings, if any, through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact 1800-225-533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800-225 533.

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

Place: Ludhiana
Date: July 19, 2022

sd/-
Daljeet Singh
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1.

Re-Appointment of Mr. Surinder Kumar Kapoor (DIN: 08442523) as an Independent Director

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation.

Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company recommended on the suggestion of the Nomination and Remuneration Committee of the Company and subject to approval of the Shareholders of the Company to re-appoint Mr. Surinder Kumar Kapoor (DIN: 08442523), as a Non-Executive Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a further term of 3 consecutive years commencing from June 01st 2022.

A brief profile of Mr. Surinder Kumar Kapoor (DIN: 08442523), including nature of his expertise, is provided below;

Profile of Independent Director

In the opinion of the Board, Mr. Surinder Kumar Kapoor (DIN: 08442523), who is proposed to be re-appointed as a Non-Executive Independent Director of the Company with effect from 01st June, 2022 for a period of 3 years, fulfills the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. Mr. Surinder Kumar Kapoor aged 66 years and being retired government officer has rich experience of 42 years. He had been Manager and worked in the State bank of India (SBI) on different managerial 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.

In the opinion of the Board, Mr. Surinder Kumar Kapoor fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Surinder Kumar Kapoor is a person of integrity and independent of the Management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Surinder Kumar Kapoor in the field of Banking and Finance appointment of Mr. Surinder Kumar Kapoor as an Independent Director is in the interest of the Company.

Mr. Surinder Kumar Kapoor is not inter-se related with any other Director or Key Managerial Personnel of the Company. The copy of the draft letter of appointment of as an Independent Director setting out the terms and conditions of appointment shall be available for inspection to the members at the Registered Office of the Company during normal business hours on any working day.

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The Board of Directors of the Company recommends the passing of the Special Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

Memorandum of Interest:

Except for Mr. Surinder Kumar Kapoor, being the appointee, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution at Item No. 1.

Details of the Directors pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as applicable

| | |
|--|--|
| Name | MR. SURINDER KUMAR KAPOOR |
| Designation | INDEPENDENT DIRECTOR |
| Age | 66 years |
| Director Identification Number (DIN) | 08442523 |
| Qualification | B.Sc. and CAIIB |
| Date of Birth | 26.04.1956 |
| Date of First Appointment | 01.06.2019 |
| Terms and conditions of re-appointment | As per the resolution at item no. 4 of this Notice read with the explanatory statement thereto |
| EXPERTISE | Banking and Finance |
| Term of appointment | 3 (Three) years |
| Remuneration proposed to be paid | Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law. |
| Shareholding in the Company | Nil |
| Directorship in other listed companies as on date of this notice | Nil |
| Chairman/Member of Committee(s) of other listed companies as on date of this notice | Nil |
| Listed entity from which the Director resigned in last 3 years | Nil |
| Disclosure of relationship | Mr. Suinder Kumar Kapoor is not related to any Director(s) and Key Managerial Personnel of the Company. |

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

Place: Ludhiana
Date: July 19, 2022

sd/-
Daljeet Singh
Company Secretary & Compliance Officer