



**BHANDARI HOSIERY EXPORTS LIMITED**

REGD. OFFICE: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)  
PHONES: +91-88720-16410, FAX : +91-161-2690394, E-mail : bhandari@bhandariexport.com  
Web: www.bhandariexport.com; Corporate Identification No. / CIN: L17115PB1993PLC013930

**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on Thursday, the 29<sup>th</sup> day of September, 2016 at 9.00 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. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of the Auditors and Directors thereon.
2. To consider declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Sh. Vikas Nayar (DIN 00071047), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of sections 139 and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Vipan Kumar Aggarwal & Co., Chartered Accountants, Ludhiana (Firm Regn No:007245N) approved in the 21<sup>st</sup> Annual General Meeting to hold office till the conclusion of the 24<sup>th</sup> Annual General Meeting to be held in 2017 (subject to ratification of reappointment by the members at every AGM), be and is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

**SPECIAL BUSINESS**

5. **To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-**

“**RESOLVED THAT** Mr. Arun Kumar Oberoi (DIN No. 01170728) who was appointed as an Additional Director (Independent Director) on Board of directors of the Company w.e.f 22.07.2016 pursuant to the provisions of Section 149, 152 and 161(1) of the companies Act, 2013 read with schedule IV, further read with Rule 3 of the Companies (Appointment and Qualification of Directors) rules, 2014 and other applicable provisions and provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and is eligible for re-appointment and in respect of whom the company has received a notice u/s 160 of the Companies Act, 2013 (“the Act”) proposing his candidature to the office of Independent Director, be and is hereby appointed as an Independent Director not liable to retire by rotation to hold office for a period upto 31<sup>st</sup> March, 2019 .”

6. **To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, further read with Companies (Cost Records and Audit) Amendment Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Khushwinder Kumar and Associates, Cost Accountants (Firm Regn No.000102) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2016-17, amounting to Rs.30,000/- (Rupees Thirty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

By Order of the Board of Directors

Sd/-  
(NITIN BHANDARI)  
Chairman & Mg. Director

Place : Ludhiana  
Dated : 12.08.2016



**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 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 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A statement giving relevant details of the directors seeking appointment/re-appointment under Items No. 2 and 5 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 23<sup>rd</sup> September, 2016 to Thursday, the 29<sup>th</sup> September, 2016 (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 @1% i.e. Rs.0.01 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 22<sup>nd</sup> of September, 2016.
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. The Company has transferred all amounts of unclaimed dividend declared for the Financial Year 2006-07 to "The Investors Education and Protection Fund" established by the Central Government, during year 2014-15. There were no other amounts of unpaid dividends pending for transfer to such Fund in the year 2015-16. Further after year 2006-07, the Company has declared the dividends for the year 2014-15 @1% i.e. Rs. 0.1/- per equity share of the face value of Rs. 10/- each. Dividends that remain unclaimed / unpaid for a period of seven (7) years from the date on which they were declared, are required to be transferred to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Companies Act, 1956. Shareholders / Investors who have not encashed their Dividend Warrants if any, for year 2014-15, are requested to lodge their claims by quoting their respective Folio No./DPClient ID with Company.
10. Relevant documents referred to in the accompanying Notice and the Statement are 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 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. upto 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 supplied.
15. Notice of the AGM along with Annual Report 2015-16 is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants unless any member has requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.
16. 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.
17. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
18. The Company declares that its equity shares are listed on the BSE Ltd. (BSE), Mumbai. The Company has paid the annual listing fee upto year 2016-17 to the above stock exchange.
19. 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 LINK INTIME INDIA PVT LTD., 44, COMMUNITY CENTRE, 2<sup>nd</sup> FLOOR, NARAINA INDUSTRIAL AREA PHASE- I, NEAR PVR NARAINA, NEW DELHI -110 028, 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.



20. 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.
21. 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.
22. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
23. Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for year 2015-16 will also be available on the Company's website [www.bhandariexport.com](http://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](mailto: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 members facility to exercise their right to vote at the 23<sup>rd</sup> 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, September 26, 2016 (9.00 a.m. IST) and ends on Wednesday, September 28, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares both in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, September 22, 2016, 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. September 22, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [gurinder@bhandariexport.com](mailto:gurinder@bhandariexport.com). However, if a person is already registered with CDSL for evoting 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 evoting, will, not later than 3 days of conclusion of the meeting, make a consolidated scrutinizer's report and submit to the Chairman of the Company. The results declared alongwith the consolidated scrutinizer's report shall be uploaded on the Company's website i.e. [www.bhandariexport.com](http://www.bhandariexport.com) and [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously will be communicated to the BSE Ltd.
- (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. 29th September, 2016.

#### **Instructions for E-Voting**

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on Monday, September 26, 2016 (9.00 a.m. IST) and ends on Wednesday, September 28, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares both in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, September 22, 2016, 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker/Lable/ Mail indicated in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant BHANADRI HOSIERY EXPORTS LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





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

**\*For Item No. 5 of the Special Business:**

The Board of Directors of the Company at its meeting held on 22.07.2016, had appointed Arun Kumar Oberoi (DIN No. 01170728), as Additional/Independent Director who holds her office upto this Annual General Meeting. Pursuant to provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association, the Company has received a notice from a shareholder proposing his candidature for the office of Director along with requisite deposit.

Mr. Arun kumar Oberoi aged about 66 years has a rich experience of industry and business including hotels and hospitality, travels, freights, construction, import and export. and he had been a role playing director/major stakeholder in several companies like Mayco Freights and Travels Pvt Ltd, Newport Coffee Company India Private Limited, Orchid Cuisines Private Limited, Kasauli Resorts Pvt. Ltd.. He is presently a Director of Seven Developers Private Limited and Designated Partner in Sky Moon Hospitality & Infrastructure LLP which both are into hotels and construction industry. He has vast experience of construction, cost controls of industry, project implementations, financial management of the industry and business. He is a Matriculate but in view of his rich experience, he is proposed to be appointed as Independent Director. The Company has received from Mr. Arun Kumar Oberoi consent in writing to act as Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act and a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements ) Regulations, 2015, alongwith other disclosures. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Arun Kumar Oberoi proposed to be appointed as Independent Director fulfils the conditions specified in the Act and Rules made thereunder and that he is Independent of the management.

The resolution seeks approval of the members for the appointment of Mr. Arun Kumar Oberoi as Independent Director of the Company for a period upto 31st March, 2019 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that she shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item No.5 for the approval of the members.

**NOTICE OF INTEREST**

No Director, Key Managerial Personnel or their relatives except Mr. Arun Kumar Oberoi to whom the resolutions relates, is concerned or interested, financially or otherwise, in the above resolution. This statement may also be regarded as a disclosure under SEBI(Listing Obligations and Disclosure Requirements ) Regulations, 2015.

**\*For Item No. 6 of the Special Business:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has considered and approved the appointment of M/s Khushwinder Kumar and Associates, Cost Accountants (Firm Regn No.000102), who were eligible for being appointed as Cost Auditors of the Company for the financial year 2016-17 at a total remuneration of Rs. 30000/- (Rs. Thirty Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2016-17.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

Your Directors, therefore, recommend the said Resolution at Item No. 6 for your approval

**By Order of the Board of Directors**  
Sd/-  
**(NITIN BHANDARI)**  
Chairman & Mg. Director

**Place : Ludhiana**  
**Dated : 12.08.2016**



**Bhandari Hosiery Exports Limited**  
(A W.R.A.P., BSCI and C-TPAT Certified Company)

INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 REGARDING THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING.		
NAME OF DIRECTOR	MR. VIKAS NAYAR	MR. ARUN KUMAR OBEROI
CATEGORY	(NON-EXECUTIVE DIRECTOR)	(ADDITIONAL/INDEPENDENT DIRECTOR)
DIN	00071047	01170728
DATE OF BIRTH	11.10.1973	04.12.1950
DATE OF APPOINTMENT	29.10.2004	22.07.2016
QUALIFICATION	GRADUATION	MATRICULATION
SHAREHOLDING IN THE COMPANY	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS OF THE COMPANY	NIL	NIL
DIRECTORSHIP/CHAIRMANSHIP IN OTHER PUBLIC COMPANIES	NONE	NONE
DIRECTORSHIP OF PRIVATE COMPANIES/PARTNERSHIPS/LLP	NONE	DIRECTOR- SEVEN DEVELOPERS PRIVATE LIMITED DESIGNATED PARTNER- SKY MOON HOSPITALITY & INFRASTRUCTURE LLP
MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF BOARD OF OTHER COMPANIES	NIL	NIL
EXPERTISE	Mr.Vikas Nayyar has the exposure and experience of around 15 years of Knitting, Hosiery and Embroidery business, fund planning and resources maintenance. He has developed vast experience in the fields of merchandising, optimizing costing and reducing wastage, Retailing, Domestic Markets and contributed a lot to the growth of the company.	Mr. Arun Kumar Oberoi , aged around 66 years as a rich experience of industry and business including hotels and hospitality, travels, freights, construction, import and export. and he had been a role playing director/major stakeholder in several companies like Mayco Freights and Travels Pvt Ltd, Newport Coffee Company India Private Limited, Orchid Cuisines Private Limited, Kasauli Resorts Pvt. Ltd.. he has vast experience of construction, cost controls, project implementations, financial management of the industry and business.
DETAILS OF THE REMUNERATION DRAWN	Refer form MGT-9 to Directors' Report	N.A.
NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS	Refer Corporate Governance Report forming part of Annual Report	NA (Appointed w.e.f. 22.07.2016)

By Order of the Board of Directors  
Sd/-  
(NITIN BHANDARI)  
Chairman & Mg. Director

Place : Ludhiana  
Dated : 12.08.2016



**Bhandari Hosiery Exports Limited**  
(A W.R.A.P., BSCI and C-TPAT Certified Company)



**BHANDARI HOSIERY EXPORTS LIMITED**

REGD. OFFICE: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)  
PHONES: +91-88720-16410, FAX : +91-161-2690394, E-mail : bhandari@bhandariexport.com  
Web: www.bhandariexport.com Corporate Identification No. / CIN: L17115PB1993PLC013930

**Form No. MGT-11 - Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) of ..... Shares of BHANDARI HOSIERY EXPORTS LIMITED, hereby appoint:

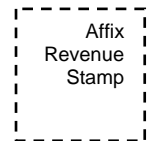
- |  |  |
|--|--|
| 1. Name : .....                        | 1. Name : .....                        |
| 2. Address : .....                     | 2. Address : .....                     |
| 3. E-mail Id : .....                   | 3. E-mail Id : .....                   |
| 4. Signature : .....<br>or failing him | 4. Signature : .....<br>or failing him |
| 1. Name : .....                        |  |
| 2. Address : .....                     |  |
| 3. E-mail Id : .....                   |  |
| 4. Signature : .....                   |  |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the company, to be held on Thursday, the 29<sup>th</sup> day of September, 2016 at 09.00 a.m. at registered office of the company at **BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)** and at any adjournment thereof in respect of such resolutions as are indicated below:

RESO. NO.	RESOLUTIONS	OPTIONAL (PLEASE MARK TICK)	
		FOR	AGAINST
	Ordinary Business		
1.	Adoption of Audited Balance Sheet as at 31st March, 2016, Statement of Profit and Loss for the year ended on that date together with the Cash flow Statement and Reports of the Auditors and Directors thereon		
2.	To consider Declaration of Dividend for the year 2015-16, on equity shares.		
3.	Reappointment of Mr. Vikas Nayar as Director who retires by rotation		
4.	Ratification of appointment of M/s Vipin Kumar Aggarwal & Co. as Statutory Auditors of the Company		
	Special Business		
5.	To appoint Mr. Arun Kumar Oberoi as Independent Director		
6.	To approve remuneration payable to Cost Auditors for the year 2016-17		

Signed this..... day of ..... 2016

Signature of Shareholder.....



**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A Proxy need not be a Member of the Company.**

**BHANDARI HOSIERY EXPORTS LIMITED**  
**ATTENDANCE SLIP**

I hereby record my presence at the 23<sup>rd</sup> **ANNUAL GENERAL MEETING** of the Company being held on Thursday, the 29<sup>th</sup> day of September, 2016 at 9.00 a.m. at the Registered Office of the Company at **BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 (PUNJAB) (INDIA)**

Full Name of the Shareholder(S).....No. of shares held.....

Folio No ..... D. P. ID/ Client ID. ....

Full Name of Proxy .....  
(IN BLOCK LETTERS) (If attended by Proxy)

SIGNATURE.....



**ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING OF  
BHANDARI HOSIERY EXPORTS LIMITED**

REGD. OFF: BHANDARI HOUSE, VILLAGE MEHARBAN, RAHON ROAD, LUDHIANA-141007 PUNJAB  
CIN: L17115PB1993PLC013930

The 23rd Annual General Meeting of the Members of the Company to be held on Thursday, the 29<sup>th</sup> day of September, 2016 at 9.00 A.M. at the Registered Office of the Company

