



BHANDARI HOSIERY EXPORTS LIMITED

(A GOVT OF INDIA RECOGNISED EXPORT HOUSE)

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

FAIR SUMMARY OF THE PROCEEDINGS OF 24TH ANNUAL GENERAL MEETING OF BHANDARI HOSIERY EXPORTS LIMITED HELD ON TUESDAY, THE 26TH DAY OF SEPTEMBER, 2017

The 24TH Annual General Meeting of the Members of the Company was held on Tuesday, the 26th day of September, 2017 at 9.10 A.M. at Registered office of the Company and the Meeting concluded at 10.30 A.M.

Mr. Nitin Bhandari, Mg. Director and Chairman of the Board of Directors of the Company took the Chair and presided over the meeting. Ms. Manmeet Sikka, Chairperson of Audit Committee and Shri Vikas Nayar, Chairman of Stakeholders Relationship Committee and authorized Member of Nomination and Remuneration Committee was also present. Others present were Scrutinizer and Statutory Auditors. Company Secretary and CFO were present at the Meeting.

40 members present in person. No Members were present through proxy. The Chairman ascertained that the requisite Quorum was present and called the Meeting to order.

The Chairman informed the members that as required under Section 108 and 109 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 SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable requirements, the Company had provided remote e-voting facility to its Members in respect of all the Resolutions passed at this Annual General Meeting. He further informed that the remote e-voting facility was made available to shareholders for 4 days from September 22, 2017 (9.00 a.m. IST) to September 25, 2017 (5.00 p.m. IST).

Further the Chairman informed that M/s Rajeev Bhambri & Associates, Ludhiana, Practicing Company Secretaries acting through Shri Rajeev Bhambri, were appointed as Scrutinizer for both E-voting and Assent/Dissent forms.

The Chairman also informed the Members that the Company has arranged for a poll on all the 6 resolutions to be passed at the Meeting. Consequently, all the resolutions were proposed and seconded. The Chairman also informed that the passing of resolutions will be decided on the basis of combined results of e-voting and ballots and results will be declared on same day by 3.00 p.m. in the evening.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and instructed M/s Rajeev Bhambri & Associates, Scrutinizer for the poll process and requested him for an orderly conduct of the voting.

Then Mr. Rajeev Bhambri, Scrutinizer conducted the Voting procedure through Ballot Paper. On all 6 following Resolutions

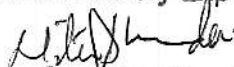
1. Adoption of Audited Balance Sheet as at 31st March, 2017, Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with the Reports of the Auditors and Directors thereon
2. Declaration of Dividend on equity shares, for the year 2016-17
3. Reappointment of Shri Nitin Bhandari as Director retiring by rotation.
4. To consider the appointment of M/s Krishan Goel & Associates, Chartered Accountants (FRN : 009607N) as Statutory Auditors
5. Approval to remuneration payable to Cost Auditors for the year 2017-18.
6. To approve re-appointment of Mr. Nitin Bhandari as Chairman & Mg. Director for a period of three years

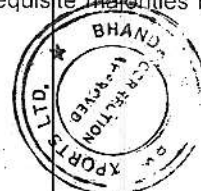
Mr. Nitin Bhandari, Chairman informed that the combined results of e-voting and the poll will be available by 3.00 p.m. on same day i.e. 26th September, 2017 and will be posted on the website of the company and it will also be communicated to the stock exchanges.

There being no other item, the Meeting ended with a vote of thanks to the Chair.

The Scrutinizer submitted his consolidated/ combined Report to Chairman by 3.00 P.M. on 26.09.2017, on the basis of which, the Chairman declared all the 6 resolutions of AGM as passed with requisite majorities respectively required for them.

For Bhandari Hosiery Exports Ltd


Chairman/Mg. Director



PLACE: LUDHIANA
DATE: 26.09.2017

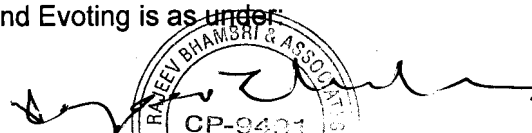
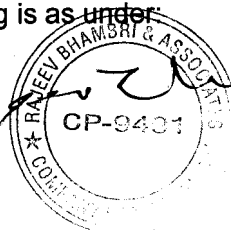
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

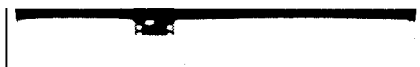
To,
The Chairman of Annual General Meeting of the Equity Shareholders of
BHANDARI HOSIERY EXPORTS LIMITED
Held on Tuesday, September 26, 2017 at 9.10 A.M.
at Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007

Dear Sir

I, Rajeev Bhambri, a Company Secretary in whole time practice, have been appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of BHANDARI HOSIERY EXPORTS LIMITED held on Tuesday, September 26, 2017 at 9.10 A.M. at Bhandari House, Village Meharban, Rahon Road, Ludhiana-141007, submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and its Rules. My responsibility as Scrutinizer is restricted to provide Report of votes cast "In favour", "Against" and "Invalid" votes based on the report generated from the electronic platform provided by Central Depository Services Limited, the authorized agency to provide e-voting facility, engaged by the company and from the physical voting done at the polling process at the site of holding meeting of shareholders.
2. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in the presence of me (Scrutinizer) with due identification marks placed.
3. The locked ballot box was subsequently opened in my/our presence and presence of two witnesses and poll papers were diligently scrutinized by us. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
4. I did not find any poll papers/evoting invalid.
5. The e-voting results were obtained from CDSL website and have been combined in this Report.
6. The combined result of the Physical Poll and Evoting is as under


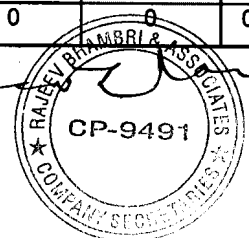


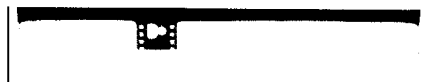
Resolution No.1 (Ordinary Resolution)									
To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Auditors and Directors thereon.									
Total Votes exercised		44442836							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Folio/ Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	11	2540111	100.00	0	0	0.00	0	0	0.00
Physical Voting	40	41902725		0	0		0	0	0.00
Total	51	44442836		0	0		0.00	0	0

Resolution No.2 (Ordinary Resolution)									
To consider declaration of dividend on Equity Shares for the financial year ended 31st March, 2017.									
Total Votes exercised		44448236							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Folio/ Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	12	2545511	100.00	0	0	0.00	0	0	0.00
Physical Voting	40	41902725		0	0		0	0	0.00
Total	52	44448236		0	0		0.00	0	0

Resolution No.3 (Ordinary Resolution)									
To appoint a Director in place of Sh. Nitin Bhandari (DIN 01385065), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.									
Total Votes exercised		44442836							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Folio/ Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	11	2540111	100.00	0	0	0.00	0	0	0.00
Physical Voting	40	41902725		0	0		0	0	0.00
Total	51	44442836		0	0		0.00	0	0

Resolution No.4 (Ordinary Resolution)									
To consider the appointment of M/s Krishan Goel & Associates, Chartered Accountants (FRN : 009607N) as Statutory Auditors									
Total Votes exercised		44442836							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Folio/ Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	11	2540111	100.00	0	0	0.00	0	0	0.00
Physical Voting	40	41902725		0	0		0	0	0.00
Total	51	44442836		0	0		0.00	0	0



Resolution No.5 (Ordinary Resolution)									
To approve remuneration payable to M/s. Khushwinder Kumar and Associates, Cost Accountants (Firm Regn No.000102) as Cost Auditors for the financial year 2017-18.									
Total Votes exercised		44442836							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Folio/ Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	11	2540111	100.00	0	0	0.00	0	0	0.00
Physical Voting	40	41902725		0	0		0	0	0.00
Total	51	44442836		0	0		0.00	0	0

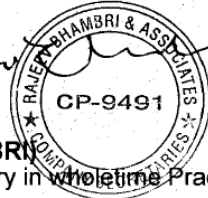
Resolution No.6 (Special Resolution)									
Total Votes exercised									
44448236									
To approve re-appointment of Mr. Nitin Bhandari as Chairman & Mg. Director for a period of three years									
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Folio/ Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	12	2545511	100.00	0	0	0.00	0	0	0.00
Physical Voting	40	41902725		0	0		0	0	0.00
Total	52	44448236		0	0		0.00	0	0

7. A Compact Disc (soft copy) of list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for each resolution is enclosed.

8. The Poll papers and other relevant records were sealed and handed over to director authorized by Board for safe keeping.

Thanking you,

Yours faithfully,

(RAJEEV BHAMBRI)
 Company Secretary in whole time Practice
 CP No.9491
 Date: 26.09.2017
 Place: Ludhiana