



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 21st Annual General Meeting of the Members of the Company will be held on Monday, the 29th day of September, 2014 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 Balance Sheet as at 31st March, 2014, Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. 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.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Vipin Kumar Aggarwal & Co., Chartered Accountants, Ludhiana, be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this 21st Annual General Meeting (AGM) till the conclusion of the 24th Annual General Meeting to be held in 2017 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Manmohan Sikka as Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, Mr. Manmohan Sikka (DIN: 01194696), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director not liable to retire by rotation, is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period upto March 31, 2019.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Ashish Thapar as Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, Mr. Ashish Thapar (DIN 00077281), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director not liable to retire by rotation, is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period upto March 31, 2019.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Alteration of Articles of Association/Adoption of New Articles of Association

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Approval to Transactions with Related Parties u/s 188 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2014 upto the maximum per annum amounts as appended below:

MAXIMUM VALUE OF TRNASACTIONS/CONTRACTS PER ANNUAM W.E.F. 1ST APRIL, 2014 (RS. IN CRORES)				
Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of Property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, Services or property
A. NAMES OF RELATED PARTIES	On Actual Basis- Exempted being in ordinary course of business and on arm's length basis.	Exempted being in ordinary course of business and on arm's length basis.		
BHANDARI KNIT EXPORTS		1	0.50	0.50
MIRACLE CLOTHING COMPANY		1	0.50	0.50
TBD TRADING COMPANY		1	0.50	0.50
LIFE STYLE GARMENTS		1	0.50	0.50
B. Directors / KMPs / Relatives of Directors and KMPs / Other Firms and Companies in which directors have interest as per the provisions of section 2(76) of the Companies Act, 2013	On Actual Basis- Exempted being in ordinary course of business and on arm's length basis.	1	0.50	0.50
		1	0.50	0.50
		1	0.50	0.50
		1	0.50	0.50

RESOLVED FURTHER THAT although all these transactions are based on ordinary course of business and at arms' length basis, the aforesaid consent is sought as an abundant caution, and thus the Board of Directors and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Acceptance of Deposits from Members

"RESOLVED THAT pursuant to the provisions of Section 73 of Companies Act, 2013 and provisions of Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, and subject to such conditions, approvals, permissions as may be necessary, consent of shareholders of the company be and is hereby accorded to the Board of Directors of the Company including any committee thereof, for inviting and accepting/renewing deposits from members of the company subject to the maximum aggregating to not more than Rs. 10 Crores outstanding at any one point of time or an amount within the limits prescribed under section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, whichever is less, in accordance with the provisions of Companies (Acceptance of Deposits) Rules, 2014, framed under section 73 of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors including a committee thereof be and is hereby authorized to create a charge on its assets, obtain credit rating, taking insurance, appointing trustees and to take all other necessary steps as and when may be required, necessary, proper or expedient for the above mentioned purpose."

For & On behalf of the Board

Sd/-

(NITIN BHANDARI)

Chairman & Mg. Director

Place : Ludhiana
Dated : 27.08.2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business as set out in item nos. 4 to 8 and relevant details as required pursuant to the provisions of Clause 49 of the Listing Agreement, are annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th September, 2014 to Monday, the 29th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. The Company has transferred unclaimed dividend declared for the Financial Year 2006-07 to "The Investors Education and Protection Fund" established by the Central Government.
5. 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, 2nd 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.
6. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company at least 10 days prior to the date of meeting so that the requisite information can be readily made available at the meeting..
7. Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Friday, August 29, 2014 ("Cut-off date" date"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Cut-off date. The e-voting period commences on Tuesday, the 23rd September, 2014 (09.00 am IST) and ends on Wednesday, the 24th September, 2014 (5.00 pm IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
8. Members are requested to bring their Annual Reports at the Meeting.
9. The members/proxies should bring attendance slips duly filled in and signed for attending the meeting and handover the same at the entrance of the Hall.
10. Electronic copy of the Annual Report for 2013-2014 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 2013-2014 is being sent in the permitted mode.
11. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.bhandariexport.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office 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.
12. **In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.**
13. **The instructions for e-voting are as under:**
 - A. **In case of members receiving e-mail (for Members whose e-mail addresses are registered with the Company/ Depositories):**
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "BHANDARI HOSIERY EXPORTS LIMITED" from the drop down menu and click on "SUBMIT"
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
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"> • 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant BHANDARI HOSIERY EXPORTS LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) 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 under help section or write an email to 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. 4 and 5 of the Special Business:**

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of Companies Act, 2013 read with schedule IV of the said Act, an Independent Director can hold office for not more than two consecutive terms of five years and the tenure of an independent director on the date of commencement of this act shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not be applicable to Independent Directors. So to comply with relevant provisions of Companies Act, 2013, Independent Directors needs to be re-appointed on non rotational basis . In the opinion of the Board, Independent Directors of the Company fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. The Board also opined that they possess appropriate skill, experience and knowledge as required to occupy the position of an Independent Director. The Board has also received declaration from Independent Directors that they meet the Criteria of Independence as prescribed under section 149(6) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company has also received their consent, disclosure of directorship and a disclosure to that effect that they are not disqualified under Section 164(2) of the Companies Act, 2013.

The Board recommends the re-appointment of two independent directors for a term upto March 31, 2019.

NOTICE OF INTEREST

No Director, Key Managerial Personnel or their relatives except Mr. Manmohan Sikka and Mr. Ashish Thapar, to whom the resolutions relate, is concerned or interested, financially or otherwise, in the above resolution. This statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchange.

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

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations of the existing AOA are no longer in conformity/harmony with the Companies Act, 2013. So, the Company needs to adopt new Articles of Association in accordance with the provisions of Companies Act, 2013. The larger part of New Companies Act, 2013 which deals with normal working of the Company has been made effective by the Ministry of Corporate Affairs. With the Act coming into force, several regulations of the existing Articles of Association of the company require alteration/deletion. So it is considered and proposed to replace the whole Articles of Association of the Company by new set of Articles. The new Articles of Association shall be based on Table F of the Companies Act, 2013 for company limited by shares.

The proposed new draft of AoA is also uploaded on the company's website for perusal by the Shareholders. The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting.

The Board of Directors recommends the Special Resolution for your approval.

NOTICE OF INTEREST

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 6 of the Notice.

***For Item No. 7 of the Special Business:**

TRANSACTIONS WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, a company (whether private, public or listed) needs to obtain prior approval of the Board of Directors and in case the paid-up share capital of a company is Rs.10 crores or more, the prior approval of shareholders by way of a Special Resolution is required for the following related party transactions:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company

Further, third proviso to section 188(1) provides that nothing in this sub-section shall apply to any transaction entered into by the company in its ordinary course of business and on arm's length basis.

The provisions of section 188(3) also provide that if any contract or arrangement entered into under section 188(1) is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of

the Board. Pursuant to provisions of the Companies Act, 2013, the Board of Directors of the Company has approved the proposed transactions along with annual limits that the Company may enter into with its Related Parties (as defined under the new Companies Act, 2013) for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members:

MAXIMUM VALUE OF TRNASACTIONS/CONTRACTS PER ANNUAM W.E.F. 1ST APRIL, 2014 (RS. IN CRORES)				
Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of Property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, Services or property
A. NAMES OF RELATED PARTIES	On Actual Basis- Exempted being in ordinary course of business and on arm's length basis.	Exempted being in ordinary course of business and on arm's length basis.		
BHANDARI KNIT EXPORTS		1	0.50	0.50
MIRACLE CLOTHING COMPANY		1	0.50	0.50
TBD TRADING COMPANY		1	0.50	0.50
LIFE STYLE GARMENTS		1	0.50	0.50
B. Directors / KMPs / Relatives of Directors and KMPs / Other Firms and Companies in which directors have interest as per the provisions of section 2(76) of the Companies Act, 2013	On Actual Basis- Exempted being in ordinary course of business and on arm's length basis.	1	0.50	0.50
		1	0.50	0.50
		1	0.50	0.50
		1	0.50	0.50

Other Disclosures:

a	Name of the related party and nature of relationship:	Names as provided in table above. Mr. Nitin Bhandari, Mg. Director is a partner in Bhandari Knit Exports, TBD Trading Company and Miracle Clothing Company. Life Style Garments is owned by Relative of Shri Nitin Bhandari, Mg. Director
b	Nature, duration of the contract and particulars of the contract or arrangement:	All proposed transactions would be carried out as part of the business requirements of the Company in ordinary course of business at fair price basis/prevaling market rates and on arm's length basis. Duration of the lease agreements for the properties given/taken on lease would be 11 months and renewable thereafter as per the terms of agreement.
c	Material terms of the contract or arrangement including the value, if any:	As referred in point (b) above.
d	Any advance paid or received for the contract or arrangement, if any:	NIL
e	Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:	All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis..
f	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All factors have been considered.
g	Any other information relevant or important for the members to take a decision on the proposed transaction/resolution:	NIL

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on May 30, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution as an abundant precaution.

Except Promoter Directors/Non Executive Director and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

***For Item No. 8 of the Special Business:**

Keeping in view of fund requirements, the Company may, in future, accept deposits from its members as per and in compliance with the provisions of Section 73 and as per the provisions of Companies (Acceptance of Deposits) Rules, 2014.

For the above mentioned purpose a special resolution is to be passed by shareholders for authorizing the Board of Directors to accept the deposits from Members up to a maximum amount of Rs. 10 Crores or maximum upto limits prescribed under section 73 of the Companies Act, 2013 read with of Companies (Acceptance of Deposits) Rules, 2014, whichever is less, in accordance with the provisions of Companies (Acceptance of Deposits) Rules, 2014, framed under section 73 of the Companies Act, 2013. The Board of directors is also sought to be authorized for doing all necessary acts regarding the matter.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent of their shareholdings in the company, if any.

For & On behalf of the Board

**Place : Ludhiana
Dated : 27.08.2014**

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

INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE 49 OF THE LISTING AGREEMENT(S) REGARDING THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING.

NAME OF DIRECTOR	SH. MANMOHAN SIKKA (INDEPENDENT DIRECTOR)	SH. ASHISH THAPAR (INDEPENDENT DIRECTOR)	SH. VIKAS NAYAR (NON-EXECUTIVE DIRECTOR)
DATE OF BIRTH	07.06.1942	28.08.1952	11.10.1973
DATE OF APPOINTMENT	27.01.2007	29.03.2003	29.10.2004
QUALIFICATION	B. TECH. (TEXTILES)	B.COM	GRADUATION
SHAREHOLDING IN THE COMPANY	NIL	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS OF THE COMPANY	NIL	NIL	NIL
DIRECTORSHIP/CHAIRMANSHIP IN OTHER PUBLIC COMPANIES	1 (Unlisted Company)	NIL	NIL
MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF BOARD OF OTHER COMPANIES	NIL	NIL	NIL
EXPERTISE	Shri ManMohan Sikka, Ex-General Manager , IFCI, aged about 72 years is a Life Member of Textile Association of India (Delhi Unit) and had been a Nominee Director of IFCI on many assisted concerns during his 32 years service tenure with IFCI. He has vast experience in the fields of preparing Reports for sanction of loans, debt restructurings, production, Maintenance and Erection of Textile units, Project appraisals, reporting, analysis, assessing project costs, Financial services and Industry research.	Mr. Ashish Thapar, aged about 62 years has a lot of experience in the fields of Manufacture and export of readymade garments. He is well versed with the Knitting and embroidery business, Merchandising functions and planning of the Financial Resources for garment units.	Mr.Vikas Nayyar has the exposure and experience of around 13 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.

Place : Ludhiana
Dated : 27.08.2014

For & On behalf of the Board

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



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:

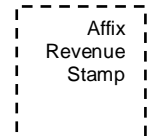
1. Name :
2. Address :
3. E-mail Id :
4. Signature :, or failing him
1. Name :
2. Address :
3. E-mail Id :
4. Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21ST Annual General Meeting of the company, to be held on Monday, the 29TH day of September, 2014 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 <input checked="" type="checkbox"/>)	
		FOR	AGAINST
Ordinary Business			
1	Adoption of Audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon.		
2	Reappointment of Shri Vikas Nayar as Director who retires by rotation		
3	Re-appointment of M/s Vipin Kumar Aggarwal & Co. as Statutory Auditors of the company for a period of 3 years		
Special Business			
4	Appointment of Shri Manmohan Sikka as Independent Director		
5	Appointment of Shri Ashish Thapar as Independent Director		
6	Special Resolution for adoption of new set of Articles of Association		
7	Special Resolution for approval to Related Parties Transactions u/s 188 of the Companies Act, 2013		
8	Special Resolution for inviting and accepting/renewing deposits from Members u/s 73 of the Companies Act, 2013.		

Signed this..... day of 2014

Signature of shareholder..... Signature of Proxy holder(s).....



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.

**BHANDARI HOSIERY EXPORTS LIMITED
 ATTENDANCE SLIP**

I hereby record my presence at the 21ST ANNUAL GENERAL MEETING of the Company being held on Monday, the 29th day of September, 2014 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).....

Folio No D. P. ID/ Client ID.

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

SIGNATURE.....

NOTE : 1. The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. **2.** A proxy need not be a member.