

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of **BHALCHANDRAM CLOTHING LIMITED** will be held on **Thursday, 26th September, 2019** at **11.00 A.M.** at Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 comprising of Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended 31st March, 2019 and the reports of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Aadhitiya Lahoti (DIN: 01501504), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Re-appoint Mr. Ujwal Lahoti as a Managing Director and in this regard, pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ujwal Lahoti (DIN: 00360785), who was appointed as Managing Director of the Company and who holds office of Managing Director up to February 26, 2020 and being eligible, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

4. To Re-appoint Mr. Umesh Lahoti as an Executive Director and in this regard, pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Umesh Lahoti (DIN: 00361216), who was appointed as Executive Director of the Company and who holds office of Executive Director up to February 11, 2020 and being eligible, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by

rotation.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. To re-appoint Mr. Prakash Ramchandra Bang as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and 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(s) thereof, for the time being in force), Mr. Prakash Ramchandra Bang (DIN: 00088837), who was appointed as an Independent Director and who holds office of Independent Director up to February 11, 2020 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from February 12 ,2020 to February 11, 2025 on the Board of the Company.”

6. To re-appoint Mr. Mahesh Murlidhar Bhattad as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and 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(s) thereof, for the time being in force), Mr. Mahesh Murlidhar Bhattad (DIN: 00564107), who was appointed as an Independent Director and who holds office of Independent Director up to February 11, 2020 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from February 12, 2020 to February 11, 2025 on the Board of the Company.”

**Place : Mumbai
Date : August 19 , 2019**

**By order of the Board of Directors
For Bhalchandram Clothing Limited**

**Registered Office:
307, Arun Chambers,
Tardeo Road, Mumbai- 400034**

**Sd/-
Ujwal R Lahoti
Managing Director
(DIN No. 00360785)**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. The instrument appointing the proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting. Proxy Form and attendance slip is enclosed to this notice.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Meeting.
4. The Registrar of Members and Share Transfer Books of the Company will be closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of AGM.
5. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent–Link Intime India Private Limited. The members holding shares in electronic form are requested to direct change of any change of bank particulars or bank details with their respective Depository Participant(s).
6. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
7. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment / reappointment at the Annual General Meeting, forms integral part of the notice.

The Directors have furnished the requisite declaration for his re-appointment.

8. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
11. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at rnt.helpdesk@linkintime.com. The Annual Report of the Company would also be made available on the Company's website www.bhalchandram.com
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
13. Non-Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. The Company has appointed Atul Kulkarni & Associates, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast and the e-voting process in a fair and transparent manner.
15. The Notice of the Annual General Meeting and instructions for e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member as requested for a hardcopy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
16. Members may also note that the Notice of the 14thAGM and the Annual Report 2018-19 will be available on the Company's website, www.bhalchandram.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e- communication, or have any

other queries, may write to us at: investor@bhalchandram.com

17. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.
18. Investor Grievance Redressal:
The Company has designated an exclusive e-mail id investor@bhalchandram.com to enable Investors to register their complaints, if any.
19. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the Annual Report and other communications from the Company electronically.
20. **Voting Through Electronic Means:** In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 National Securities Depository Limited (NSDL).
21. The procedure and instructions for e-voting are as follows:
Step 1: Log in to NSDL’s e-voting system at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)
Step 2: Cast your vote electronically on NSDL’s e-voting system.
Step 1: Log in to NSDL’s e-voting system
 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12*****then your user ID is IN300***12*****).

- b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to atulvkulkarni@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended that you do not to share your password with any other person and take utmost care to keep your password confidential. Log in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or the 'Physical User Reset Password?' option available on www.evoting.nsdl.com, to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com, or call on the toll-free no.: 1800-222-990, or contact Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
4. The E-voting period commences on Monday, September 23, 2019 (9:00 a.m.) and ends on Wednesday, September 25, 2019 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date i.e. September 19, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch

of the Notice convening the AGM and up to the cut-off date i.e. September 19, 2019, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.

5. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 19, 2019.
6. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
7. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.lahotioverseas.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to NSE Limited, where the shares of the Company are listed.
8. Information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed / re- appointed is as below:

Name of Director	Aadhitiya Ujwal Lahoti	Ujwal Rambilas Lahoti	Umesh Rambilas Lahoti	Prakash Ramchandra Bang	Mahesh Murlidhar Bhattad
Age (years)	34 years	59 years	54 Years	61 Years	
Qualifications	B.Com, FMBA	B.Com	B.Com	B.Sc. (Hons); MBA (Marketing); MIMA	
Expertise	Marketing and Business	Trading and Exports	Finance & Exports	Marketing	Trading
Directorships held in other Companies	As per Annex-I	As per Annex-I	As per Annex-I	As per Annex-I	As per Annex-I
Memberships / Chairmanships	NIL	As per Annex-II	As per Annex-II	As per Annex-II	NIL
Shareholding (No. of	NIL	100 Equity shares	100 Equity shares	NIL	NIL
Relationship with Directors, Manager or other KMP	Son of Mr. Ujwal Lahoti, Managing Director of the	Brother of Mr. Umesh Lahoti, Director and Father of Mr.	Brother of Mr. Ujwal Lahoti, Director	-	-

ANNEX-I

1. Directorships held in other companies – MR. AADHITIYA UJWAL LAHOTI

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Whole time Director
2.	Pawansoot Textiles Private Limited	Director
3.	Parvati Textile Private Limited	Director
4.	Jamvant Textiles Private Limited	Director
5.	Chakradhari Exports Private Limited	Director
6.	Thakurji Textile Trading Private Limited	Director
7.	Crystal Tradecom Limited	Director
8.	Janaksuta Textile And Yarns Private Limited	Director
9.	Lahoti Spintex And Energy Limited	Director

2. Directorships held in other companies – MR. UJWAL RAMBILAS LAHOTI

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Whole time Director
2.	Hind Commerce Limited	Director
3.	Mansadevi Textile and Yarn Suppliers Private Limited	Director
4.	Pawansoot Textiles Private Limited	Director
5.	Yashodanandan Textiles Private Limited	Director
6.	Janaksuta Textiles and Yarns Private Limited	Director
7.	G Varadan Private Limited	Director
8.	Elementry Realtors Private Limited	Director
9.	Crystal Tradecom Limited	Director
10.	Bauble Investments Private Limited	Director
11.	Websource Technologies Limited	Director
12.	Psware Information Private Limited	Director
13.	Kirti Stockbrokers LLP (Converted from Kirti Stockbrokers Private Limited)	Designated Partner

3. Directorships held in other companies – MR. UMESH RAMBILAS LAHOTI

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Whole time Director

2	Hind Commerce Limited	Director
3.	Mansadevi Textile and Yarn Suppliers Private Limited	Director
4.	Pawansoot Textiles Private Limited	Director
5.	Yashodanandan Textiles Private Limited	Director
6.	Janaksuta Textiles and Yarns Private Limited	Director
7.	G Varadan Private Limited	Director
8.	Lahoti Spintex and Energy Limited	Director
9.	Elementry Realtors Private Limited	Director
10.	Crystal Tradecom Limited	Director
11.	Bauble Investments Private Limited	Director
12.	The Cotton Textile Export promotion Council	Director
13.	Kirti Stockbrokers LLP (Converted from Kirti Stockbrokers Private Limited)	Designated Partner

4. Directorships held in other companies –MR. PRAKASH RAMCHANDRA BANG

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Director
2	Hind Commerce Limited	Director
3.	Millennium-Fusion Food and Hotels Private Limited	Director
4.	Websource Technologies Limited	Director
5.	Roomxml Solution Limited	Director

5. Directorships held in other companies –MR. MAHESH MURLIDHAR BHATTAD

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Rashyap Impex Private Limited	Director

ANNEX-II

Memberships/Chairmanships of Committees of other Public Companies – MR. UJWAL RAMBILAS LAHOTI

Sr. No.	Name of the Company	Type of Committee	Position
1.	Hind Commerce Limited	Audit Committee	Member
2.	Hind Commerce Limited	Stakeholders Relationship Committee	Member
3.	Lahoti Overseas Limited	Stakeholders Relationship Committee	Member

4.	Lahoti Overseas Limited	Corporate Social Responsibility Committee	Chairman
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Memberships/Chairmanships of Committees of other Public Companies –

MR. UMESH LAHOTI

Sr. No.	Name of the Company	Type of Committee	Position
1.	Hind Commerce Limited	Stakeholder's Relationship Committee	Member
2.	Lahoti Overseas Limited	Stakeholder's Relationship Committee	Member
3.	Lahoti Overseas Limited	Corporate Social Responsibility Committee	Member

Memberships/Chairmanships of Committees of other Public Companies –

MR. PRAKASH RAMCHANDRA BANG

Sr. No.	Name of the Company	Type of Committee	Position
1.	Hind Commerce Limited	Audit Committee	Chairman
2.	Hind Commerce Limited	Nomination Remuneration Committee	Chairman
3.	Lahoti Overseas Limited	Nomination Remuneration Committee	Member
4.	Lahoti Overseas Limited	Corporate Social Responsibility Committee	Member
5.	Lahoti Overseas Limited	Audit Committee	Chairman

Place : Mumbai

Date : 19th August , 2019

By order of the Board of Directors
For Bhalchandram Clothing Limited

Sd/-

Registered Office:
307, Arun Chambers,
Tardeo Road, Mumbai- 400034

Ujwal R Lahoti
Managing Director
(DIN No. 00360785)

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item No.4 and 5 of the accompanying Notice dated 19th August, 2019:

Item No. 5

Mr. Prakash Ramchandra Bang (DIN: 00088837) was appointed as an Independent Director of the Company for a period of Five (5) consecutive years i.e. upto February 11, 2020 (“First Term”)

Mr. Prakash Ramchandra Bang has Over 47 years of practical experience in India and abroad across a range of products and services. He was instrumental in building and executing creative and marketing strategies for various brands including Hallmark Cards, Videocon, Indian Express, Kinetic Engineering, BPL Mobile, rooms XML. com, Bangoes.com, YoGoYo.com, Vama, Men’s Avenue, Lahoti Overseas and many others. Mr. Bang is a regular speaker at many management institutes and professional forums. He is the author of the critically acclaimed book, ‘YOUR ENTERPRISE ISN’T DEAD.YET.’

The Nomination and Remuneration Committee of Board of Directors has recommended the Re-appointment of Mr. Prakash Ramchandra Bang as Independent Director of the Company for a second term of Five (5) consecutive years i.e. upto February 11, 2025 on the Board of the Company.

The Board, based on recommendation of Nomination and Remuneration Committee, considers that, based on his background, experience and contributions made by him during his tenure, the continued association of Mr. Prakash Ramchandra Bang would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Prakash Ramchandra Bang as an Independent Director of the Company, not liable to retire by rotation, for the second term of Five (5) consecutive years i.e. February 11, 2025 on the Board of the Company.

Mr. Prakash Ramchandra Bang is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director.

The Company has also received declaration from Mr. Prakash Ramchandra Bang that he meets the criteria of independence as provided under Section 149 (6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

In the opinion of the Board, Mr. Prakash Ramchandra Bang fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and Mr. Prakash Ramchandra Bang is independent of the management.

Mr. Prakash Ramchandra Bang and his relative are interested in the resolutions set out at the Item No. 5 with regard to his re-appointment.

Except than Mr. Prakash Ramchandra Bang, no other Director, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolutions mentioned at Items Nos. 5 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of your Company recommends the passing of Special Resolutions as set -out under Items No. 5 of the Notice for approval by the members.

Item No. 6

Mr. Mahesh Murlidhar Bhattad (DIN: 00564107) was appointed as an Independent Director of the Company for a period of Five (5) consecutive years i.e. upto February 11, 2020 ("First Term"). He has completed his graduation in commerce. He has more than 20 years experience in the business of trading in pharmaceuticals.

The Nomination and Remuneration Committee of Board of Directors has recommended the Re-appointment of Mr. Mahesh Murlidhar Bhattad as Independent Director of the Company for a second term of Five (5) consecutive years i.e. upto February 11, 2025 on the Board of the Company.

The Board, based on recommendation of Nomination and Remuneration Committee, considers that, based on his background, experience and contributions made by him during his tenure, the continued association of Mr. Mahesh Murlidhar Bhattad would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Mahesh Murlidhar Bhattad as an Independent Director of the Company, not liable to retire by rotation, for the second term of Five (5) consecutive years i.e. February 11, 2025 on the Board of the Company.

Mr. Mahesh Murlidhar Bhattad is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director.

The Company has also received declaration from Mr. Mahesh Murlidhar Bhattad that he meets the criteria of independence as provided under Section 149 (6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

In the opinion of the Board, Mr. Mahesh Murlidhar Bhattad fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and Mr. Mahesh Murlidhar Bhattad is independent of the management.

Mr. Mahesh Murlidhar Bhattad and his relative are interested in the resolutions set out at the Item No. 6 with regard to his re-appointment.

Except than Mr. Mahesh Murlidhar Bhattad, no other Director, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolutions mentioned at Items Nos.6 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of your Company recommends the passing of Special Resolutions as set -out under Items No. 6 of the Notice for approval by the members.

Place : Mumbai

Date :19th August, 2019

**By order of the Board of Directors
For Bhalchandram Clothing Limited**

Registered Office:

307, Arun Chambers,

Tardeo Road, Mumbai- 400034

Sd/-

Ujwal R Lahoti

Managing Director

(DIN No. 00360785)

ATTENDANCE SLIP

14th Annual General Meeting to be held on Thursday, 26th September, 2019

Regd. Folio no./ DP ID Client ID: _____

No. of shares held: _____

I hereby record my presence at the **14th Annual General Meeting** of the Company held on Thursday, 26th September, 2019 at 11.00 a.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai – 400034.

Name of the member/ proxy

Signature of Shareholder /proxy

Note: PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional Slip at the venue of the meeting.

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PROXY FORM
FORM NO. MGT- 11

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

Name of the Member(s)	
Registered Address	
Email ID	
Client id/ Folio No.	
DP ID	

I/We being the member(s) of _____ shares of **BHALCHANDRAM CLOTHING LIMITED**

hereby appoint:

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____,

Or failing him/her

2. Name: _____

Address: _____

E-mail ID: _____

Signature: _____,

Or failing him/her

3. Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **14thAnnual General Meeting** of the Company, to be held on Thursday, 26thSeptember, 2019 at 11.00 a.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 and at any adjournments thereof in respect of such resolutions as are indicated:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution s	Type of resolutio s	For*	Against*
To Consider and adopt: <ul style="list-style-type: none"> The Audited Financial Statements of the Company for the year ended 31st March, 2019 comprising of Balance Sheet as at 31st March 2019, the Profit and Loss Account for the year ended 31st March 2019 and the reports of Directors and the Auditors 	Ordinary		
To appoint a Director in place of Mr. Aadhitiya Ujwal Lahoti (DIN: 01501504), Managing Director of the Company, who retires by rotation and being eligible offers himself for re-	Ordinary		
To re-appoint Mr. Ujwal Lahoti as a Managing Director and in this regard, pass the following resolution as a Ordinary Resolution	Ordinary		
To re-appoint Mr. Umesh Lahoti as an Executive Director and in this regard, pass the following resolution as a Ordinary Resolution	Ordinary		
To re-appoint Mr. Prakash Ramchandra Bang as an Independent Director and in this regard, pass the following resolution as a Special Resolution	Special		
To re-appoint Mr. Mahesh Murlidhar Bhattad as an Independent Director and in this regard, pass the following resolution as a Special Resolution:	Special		

Signed this _____ day of _____ 2019

Signature of shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

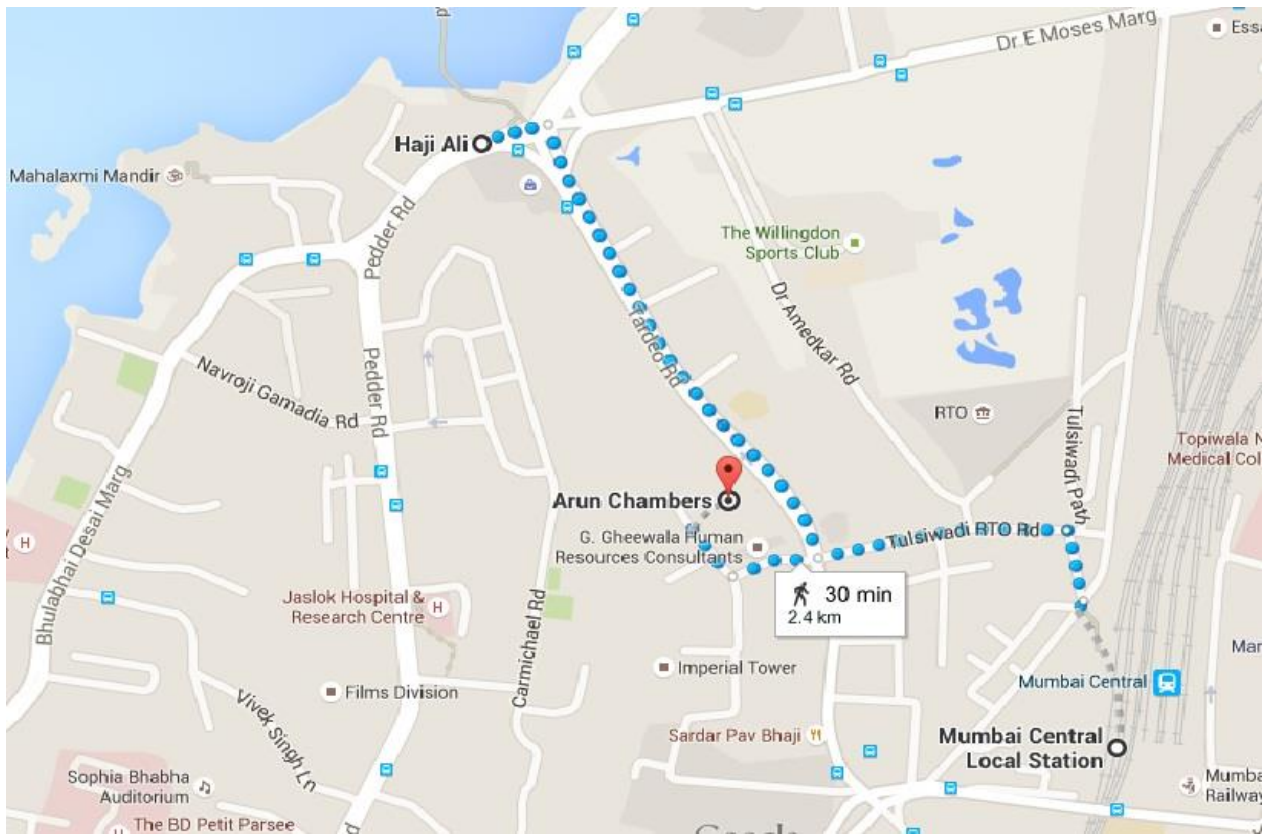
Notes:

- 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.
- For the resolutions, explanatory statement and notes, please refer to the notice of the **14th Annual General Meeting**.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting

rights. A member holding more than 10% 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.

5. *This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.

Road Map for the AGM Venue:



LAND MARK-

AC MARKET, TARDEO ROAD

HAJI ALI

NEAREST RAILWAY STATION- MUMBAI CENTAL

NEAREST BUS STATION- AC MARKET