

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **BHALCHANDRAM CLOTHING LIMITED** will be held on **Monday, 02nd December, 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:

SPECIAL BUSINESS:

1. Increase in the borrowing powers of the Company upto a limit of 100 Crore (Rupees One Hundred Crore Only) under Section 180 (1) (c) of the Companies Act, 2013.

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) (hereinafter referred to as the “Act”), consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial institutions, other person or persons, and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital and its free reserves of the Company, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of 100 Crore (Rupees One Hundred Crore Only) and/or in equivalent foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to the this resolution, the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee(s) of Directors or any one or more Directors of the Company, with the power to further delegate any such powers as they may deem fit, to finalize, settle and execute such documents / deeds / writings / agreements, as may be required, and to all

such acts, matters and things as it may at its absolute discretion deem proper, fit and expedient and to settle any question difficulty or doubt that may arise in regard or otherwise considered to be in the best interests of the Company.”

Place : Mumbai
Date : November 01 , 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 EXTRA ORDINARY 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 Notice and Attendance slip sent herewith, duly filled-in for attending the Meeting.
4. 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).
5. 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.
6. 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 Extra Ordinary General Meeting.

7. 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 Extra Ordinary General Meeting.
8. 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 Extra Ordinary General Meeting.
9. 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 Notice of the Extra Ordinary General Meeting of the Company would also be made available on the Company's website www.bhalchandram.com
10. 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.
11. 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.
12. 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.
13. The Notice of the Extra Ordinary 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.
14. Members may also note that the Notice of the Extra Ordinary General Meeting 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

15. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Extra Ordinary General Meeting.

16. Investor Grievance Redressal:

The Company has designated an exclusive e-mail id investor@bhalchandram.com to enable Investors to register their complaints, if any.

17. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the Notice of Extra Ordinary General Meeting and other communications from the Company electronically.

18. **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 Extra Ordinary General Meeting (EGM) 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 EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

19. 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 atulvulkarni@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 Friday, November 29, 2019 (9:00 a.m.) and ends on Sunday, December 1, 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. November 25, 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 EGM and up to the cut-off date i.e. November 25, 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. November 25, 2019.
6. The Scrutinizer shall, after the conclusion of voting at the EGM, 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.bhalchandram.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

Place : Mumbai
Date : November 01 , 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.1 of the accompanying Notice dated November 01, 2019:

Item No. 1

Increase in the borrowing powers of the Company upto a limit of 100 Crore (Rupees One Hundred Crore Only) under Section 180 (1) (c) of the Companies Act, 2013.

Keeping in view the future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits the sum of 100 Crore (Rupees One Hundred Crore Only) and/or in equivalent foreign currency.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

The borrowings of the Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with lenders(s). The mortgage and/or charge on any of the movable and/or immovable properties and/or whole or any of the part of undertaking(s) of the Company, to secure borrowings of the Company or of any of its holding, subsidiary, affiliate or associate company , with a power to the charge holders to take over the management of the business and concern of the Company’s undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act 2013. Hence, it is necessary for the members to pass a resolution under the said Section.

Neither the Directors on the Board, or the Key Managerial Personnel of the Company nor their relatives in anyway concerned or interested in the said resolution.

The Board of Directors accordingly recommends the resolution sent out in Item No. 2 of the accompanying Notice for the approval of the members i

Place : Mumbai

By order of the Board of Directors

Date :November 01, 2019

For Bhalchandram Clothing Limited

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

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

ATTENDANCE SLIP

Extra Ordinary General Meeting to be held on Monday, 02nd December, 2019

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

No. of shares held: _____

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company held on Monday, 02nd December, 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.

BLANK PAGE

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 **Extra Ordinary General Meeting** of the Company, to be held on Monday, 02nd December, 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:

Resolutions	Type of resolution	For*	Against*
Increase in the borrowing powers of the Company upto a limit of 100 Crore (Rupees One Hundred Crore Only) under Section 180 (1) (c) of the Companies Act, 2013.	Special		

Signed this _____ day of _____ 2019

Signature of shareholder

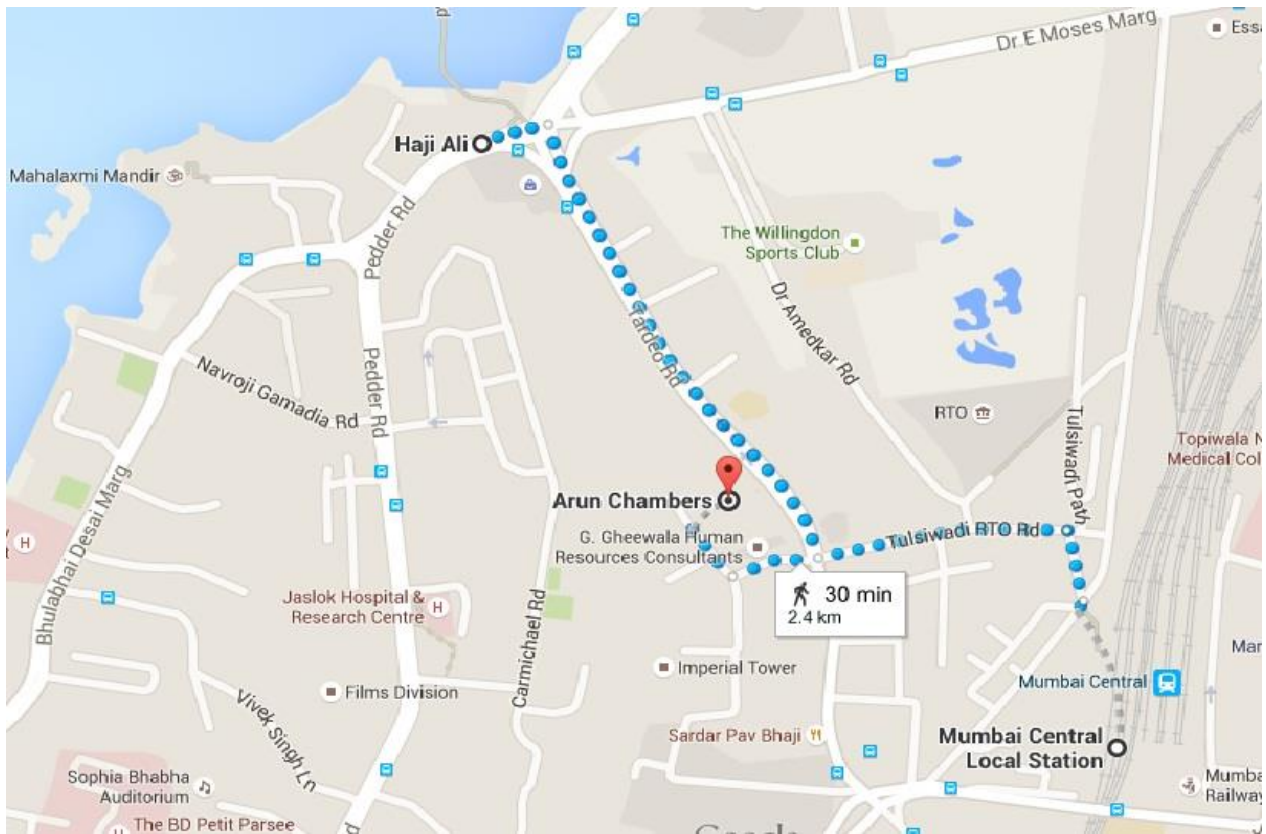
Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Affix Re 1/- Revenue

Notes:

1. 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.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the **Extra Ordinary General Meeting**.
3. A Proxy need not be a member of the Company.
4. 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 (v) 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 EGM Venue:



**LAND MARK-
AC MARKET, TARDEO ROAD
HAJI ALI**

**NEAREST RAILWAY STATION- MUMBAI CENTAL
NEAREST BUS STATION- AC MARKET**