

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of **BHALCHANDRAM CLOTHING LIMITED** will be held on, **Monday, September 27, 2021** 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 March 31, 2021 comprising of Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the year ended March 31, 2021 and the reports of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ujwal Lahoti (DIN: 00360785), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mrs. Meghna Vijay Panchal 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), Mrs. Meghna Vijay Panchal (DIN: 07082835), who was appointed as an Independent Director and who holds office of Independent Director up to September 27, 2021 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 September 28, 2021 to September 27, 2026 on the Board of the Company.”

Place : Mumbai
Date : August 19 , 2021

By order of the Board of Directors
For Bhalchandram Clothing Limited

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

Sd/-
Ujwal R Lahoti
(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 Tuesday, September 21, 2021 to Monday, September 27, 2021 (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/ re-appointment 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 hard copy of

the same.

16. In compliance with the MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.bhalchandram.com and website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The Notice and Annual Report 2020-21 is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com>.
17. Members may also note that the Notice of the 16th AGM and the Annual Report 2020-21 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
18. 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.
19. Investor Grievance Redressal:
The Company has designated an exclusive e-mail id investor@bhalchandram.com to enable Investors to register their complaints, if any.
20. 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.
21. **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).

22. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 24, 2021 at 9:00 A.M. and ends on Sunday, September 26, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link

	in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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/> 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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 etc.
 - 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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. The EVEN of the company is 117296. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 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 not to share your password with any other person and take utmost care to keep your password confidential. Login 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 "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@bhalchandram.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investor@bhalchandram.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

23. 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 Nation Stock Exchange of India Limited, where the shares of the Company are listed within 2 (two) working days from the date of AGM.

24. 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:

Agenda Item No.	2	3
Name of Director	Ujwal Rambilas Lahoti	Meghna Vijay Panchal
Age (years)	61 years	37 years
Qualifications	B.Com,	B.A.
Expertise	Marketing and Business Development	Expertise in Business Administration
Directorships held in other Companies	As per Annex-I	As per Annex-I
Memberships / Chairmanships of committees of other public companies.	As per Annex-II	As per Annex-II
Shareholding (No. of shares)	100 Equity Shares	-
Relationship with Directors, Manager or other KMP	Brother of Mr. Umesh Rambilas Lahoti, Executive Director & Father of Mr. Aadhitiya Lahoti, Non-Executive Director	-
Number of Board Meeting attended during the year	4	4

Annex-I-

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	EXECUTIVE DIRECTOR
2.	HIND COMMERCE LIMITED	DIRECTOR
3.	MANSADEVI TEXTILE AND YARN SUPPLIERSPRIVATE LIMITED	DIRECTOR
4.	PAWANSOOT TEXTILES PRIVATE LIMITED	DIRECTOR
5.	YASHODANANDAN TEXTILES PRIVATE LIMITED	DIRECTOR
6.	JANAKSUTA TEXTILE AND YARNS PRIVATELIMITED	DIRECTOR
7.	G VARADAN LIMITED	DIRECTOR
8.	ELEMENTARY REALTORS PRIVATE LIMITED	DIRECTOR
9.	UBLE INVESTMENT PRIVATE LIMITED	DIRECTOR
10.	CRYSTAL TRADECOM LIMITED	DIRECTOR
11.	PSWARE INFORMATION PRIVATE LIMITED	DIRECTOR
12.	WEBSOURCE TECHNOLOGIES LIMITED	DIRECTOR
13.	KIRTI STOCKBROKERS LLP	DESIGNATED PARTNER

Directorships held in other companies – Mrs. Meghna Vijay Panchal

Sl. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1	HIND COMMERCE LIMITED	DIRECTOR
2.	LAHOTI OVERSEAS 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	STAKEHOLDER'S RELATIONSHIP COMMITTEE	MEMBER
3.	LAHOTI OVERSEAS LIMITED	STAKEHOLDER'S RELATIONSHIP COMMITTEE	MEMBER
4.	LAHOTI OVERSEAS LIMITED	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	CHAIRMAN

Memberships / Chairmanships of committees of other public companies – Mrs. Meghna Vijay Panchal

Sr. No.	Name of the Company	Type of Committee	Position
1.	HIND COMMERCE LIMITED	STAKEHOLDER'S RELATIONSHIP COMMITTEE	CHAIRMAN
2.	HIND COMMERCE LIMITED	NOMINATION AND REMUNERATION COMMITTEE	MEMBER
3.	LAHOTI OVERSEAS LIMITED	NOMINATION AND REMUNERATION COMMITTEE	CHAIRMAN
4.	LAHOTI OVERSEAS LIMITED	STAKEHOLDER'S RELATIONSHIP COMMITTEE	CHAIRMAN
5.	LAHOTI OVERSEAS LIMITED	AUDIT COMMITTEE	MEMBER

The brief profile of the Directors to be appointed is given below:

• **Mr. Ujwal Rambilas Lahoti (DIN: 00360785):**

Mr. Ujwal Rambilas Lahoti, is the Executive Director of the Company. He has done his graduation in Commerce from Pune University and has more than 37 years of experience in the business of yarn and cloth trading and exports. He handles the trading division of the Company which includes cloth trading, share trading, Leasing and Bill Discounting and is responsible for overall operations of the company.

He also serves in the Board of various public and private limited Companies

**Place : Mumbai
Date : August 19 , 2021**

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

Sd/-

Sd/-

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

**Ujwal R Lahoti
Managing Director
(DIN: 00360785)**

Annexure to 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. 3 of the accompanying Notice dated August 19, 2021:

Mrs. Meghna Vijay Panchal (DIN:07082835) was appointed as a Woman Independent Director of the Company for a period of Five (5) consecutive years i.e. upto September 27, 2021 (“First Term”) in the Annual General Meeting held on September 28, 2016.

Mrs. Meghna Vijay Panchal holds a Bachelors degree in Arts and has experience in Business Administration.

The Nomination and Remuneration Committee of Board of Directors has recommended the Re-appointment of Mrs. Meghna Vijay Panchal as a Woman Independent Director of the Company for a second term of Five (5) consecutive years i.e. upto September 27, 2026 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 Mrs. Meghna Vijay Panchal 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 Mrs. Meghna Vijay Panchal as a Woman Independent Director of the Company, not liable to retire by rotation, for the second term of Five (5) consecutive years i.e. upto September 27, 2026 on the Board of the Company .

Mrs. Meghna Vijay Panchal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Mr. Meghna Vijay Panchal 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, Mrs. Meghna Vijay Panchal fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and Mrs. Meghna Vijay Panchal is independent of the management.

Copy of draft letter of Appointment of Mrs. Meghna Vijay Panchal setting out the terms and conditions of appointment is available for inspection by the members at the Registered office of the Company.

Mr. Meghna Vijay Panchal is interested in the resolutions set out at the Item No. 3 with regard to his re-appointment.

Other than Mrs. Mehna Vijay Panchal, no other Director, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolutions mentioned at Items Nos.3 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. 3 of the Notice for approval by the members.

Place : Mumbai
Date : August 19 , 2021

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: 00360785)

ATTENDANCE SLIP

16th Annual General Meeting to be held on Monday, September 27, 2021

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

No. of shares held: _____

I hereby record my presence at the **16th Annual General Meeting** of the Company held on Monday, September 27, 2021 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-mailID: _____

Signature: _____,

Or failing him/her

2. Name: _____

Address: _____

E-mailID: _____

Signature: _____,

Or failing him/her

3. Name: _____

Address: _____

E-mailID: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **16th Annual General Meeting** of the Company, to be held on Monday, September 27, 2021 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*
To Consider and adopt: <ul style="list-style-type: none"> The Audited Financial Statements of the Company for the year ended March 31, 2021 comprising of Balance Sheet as at March 31, 2021, the Profit and Loss Account for the year ended March 31, 2021 and the reports of Directors and the Auditors thereon. 	Ordinary		
To appoint a Director in place of Mr. Ujwa; Lahoti (DIN: 00360785), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
To re-appoint Mrs. Meghna Vijay Panchal as an Independent Director and in this regard, pass the following resolution as a Special Resolution:	Special		

Signed this _____ day of _____ 2021

Signature of shareholder

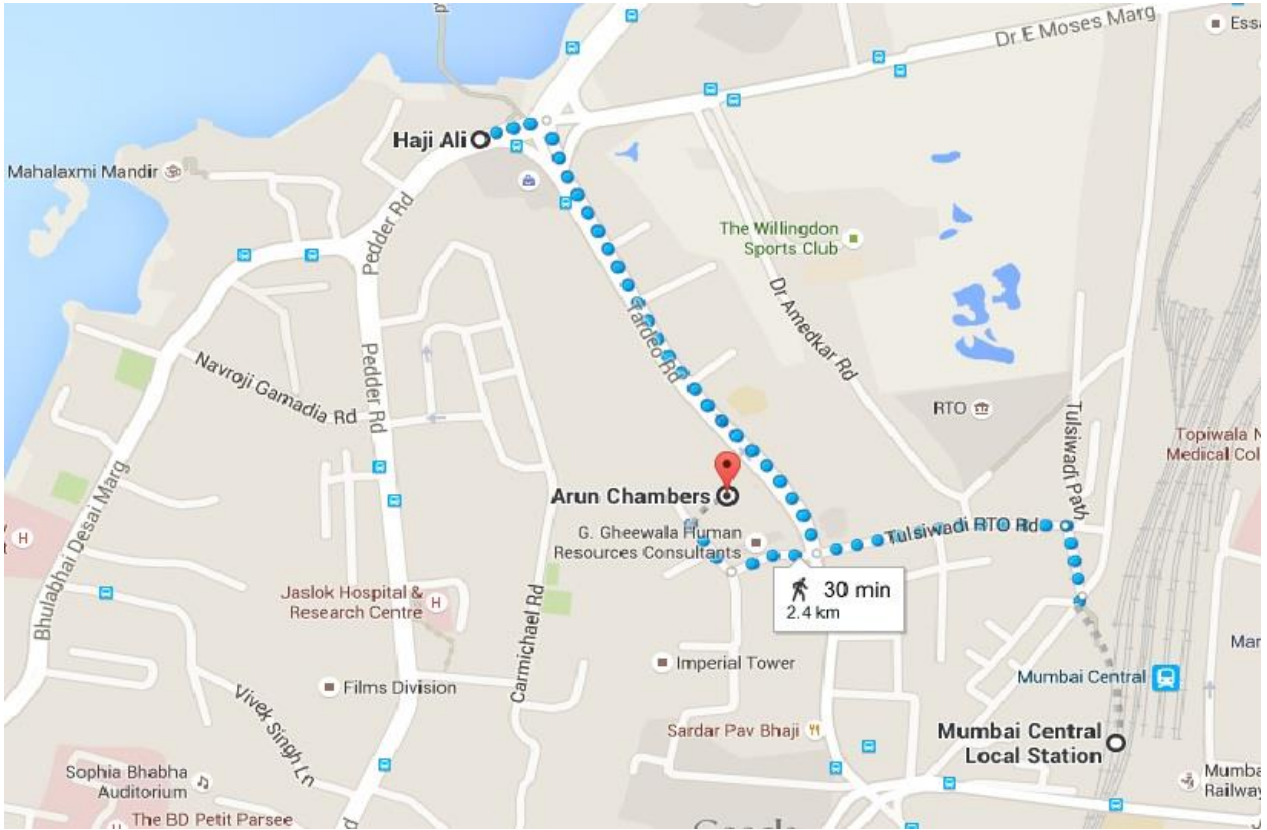
Affix Re 1/- Revenue

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 **16th 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.
- *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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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