



# Bhandari Hosiery Exports Ltd.

Sustainable Innovation  
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(A GOVT. OF INDIA RECOGNISED EXPORT HOUSE)

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(Corporate Identification No./CIN : L17115PB1993PLC013930)

09.11.2020

BSE LIMITED FLOOR 25, FEROZE JEEJEEBHOY TOWERS DALAL STREET MUMBAI-400001 PHONE:022-22721233-34	NATIONAL STOCK EXCHANGE LIMITED EXCHANGE PLAZA, BANDRA KURLA COMPLEX BANDRA EAST MUMBAI-400051 BOARD: 022-26598100(EXTN:22348) DIRECT: 022-26598346
SCRIP CODE:512608	SYMBOL:BHANDARI

**Sub: Intimation of Scheme of Amalgamation/Merger under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we hereby inform you that the Board of Directors of the Company, at its meeting held today, has considered and approved the proposal for Merger of Tikani Exports Limited (the 'Transferor Company'), with Bhandari Hosiery Exports Limited ('the Company' or the 'Transferee Company') under Sections 230 to 234 and other provisions of the Companies Act 2013 (including any statutory modification or re-enactment or amendment thereof) as per the terms and conditions mentioned in the Draft Scheme of Amalgamation/Merger placed before the Board of Directors also in compliance with the amendments made vide Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/2015 dated 3.11.2020.

The merger is subject to the necessary approvals/ sanctions, inter alia from the jurisdictional National Company Law Tribunal(s) or such other competent authority and shareholders and creditors of the Transferor and Transferee Company.

*Utkarsh Bhandari*



The disclosures required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure A to this intimation.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,

For Bhandari Hosiery Exports Limited,



Nitin Bhandari  
Managing Director



## Annexure A

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

### Amalgamation of Tikani Exports Limited with Bhandari Hosiery Exports Limited.

1. Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.

#### 1.1 Details of Transferor Company

“Tikani Exports Limited” or “Transferor Company” (CIN: U18202PB2019PLC049906) is a public limited company incorporated under the Companies Act, 2013, and having its registered office at KH 400/413 Bhandari House, Village Meharban, Rahon Road, Ludhiana, Punjab- 141007 IN.

The Transferor Company is not listed on any stock exchange in India or abroad.

#### 1.2 Details of Transferee Company

“Bhandari Hosiery Exports Limited” or “Transferee Company” (CIN: L17115PB1993PLC013930) is a public limited company incorporated under the Companies Act, 1956, and having its registered office situated at Bhandari House, Vill Meharban, Rahon Road, Ludhiana, Punjab 141007 IN. The equity shares of the Transferee Company are listed on the BSE Limited and the National Stock Exchange of India Limited.

#### 1.3 Details of net worth and revenue of the Transferee Company and the Transferor Companies

(Amt Rs. in lacs)

Name of Companies	Net Worth	Total Revenue
	As at March 31, 2020	As at March 31, 2020
Bhandari Hosiery Exports Limited	7390.83	27743.01
*Tikani Exports Limited (Annually)	2336.51	3929.29

\* Sale includes pre conversion sales of firm Bhandari Knit Exports.

2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”

99.91% of the Equity shares of the Transferor Company are held by the Promoters / Promoters group of Bhandari Hosiery Exports Limited. The equity shares of the Transferor company and of the Transferee Company are valued in compliance with the applicable SEBI provisions namely circular No. 30/2014 of 2017 last amended on 3<sup>rd</sup> Nov 2020; valuation has been made by IBBI registered Valuer duly approved by Audit Committee of the Company and the Fairness Opinion has been issued by Category 1 Merchant bankers. Proposed Merger is subject to the sanction of the National Company Law Tribunal and other applicable authorities.

*Utkarsh Bhandari*



### **3. Area of business of the entity(ies)**

3.1 Bhandari Hosiery Exports Limited (the Transferee Company) is engaged in fabric dyeing, fabric processing, fabric knitting and the manufacturing of garments and fabrics.

3.2 Tikani Exports Limited (the Transferor Company) is engaged in fabric dyeing and manufacturing of garments.

### **4. Rationale for amalgamation/ merger**

The consolidation of entities with similar functions, would result in, operational and administrative efficiencies, optimum utilisation of infrastructure facilities and available resources, reduction in costs by focused operational efforts, rationalization, standardization, simplification of business processes and elimination of duplication of managerial efforts.

### **5. In case of cash consideration – amount or otherwise share exchange ratio**

There is no cash consideration involved. Upon the Scheme of Amalgamation becoming effective, based on the Valuation Report issued by independent IBBI registered Valuer and share exchange ratio recommended therein, all the equity shareholders of the Tikani Exports Limited (Transferor Company) will be allotted equity shares in Bhandari Hosiery Exports Limited (Transferee Company) in the ratio of 2.63 equity shares (having face value of Rs. One each) in Bhandari Hosiery exports Limited for one equity share (having face value of Rs. 10/- each) of Tikani Exports Limited Bhandari Hosiery Exports Limited.

### **6. Brief details of change in shareholding pattern (if any) of listed entity**

As a result of allotment of equity shares to all the Shareholders of TIL in the equity share capital of BHEL there may be modification in the shareholding pattern of BHEL.

*Uttam Bhandari*

