Bindal Exports Limited

CIN: L51109GJ2007PLC050915

ADDENDUM TO THE NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING OF BINDAL EXPORTS LIMITED

Addendum to the Notice of the Seventeenth Annual General Meeting (AGM) of **Bindal Exports Limited** ("**Bindal**" or "**the Company**") scheduled to be held on Saturday, September 30, 2024 at Registered Office of the Company i.e. Block No. 270, Bindal house, Surat-Kadodara Road, Kumbharia, Surat, Gujarat-395010 at 01:00 P.M.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 9 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated September 07, 2024 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

Accordingly, after requisite statutory compliances, this addendum is being circulated electronically to the members and it shall be form an integral part of the original Notice dated September 07, 2024 of 17th AGM of the Company and the notes provided therein, for all purposes.

SPECIAL BUSINESS:

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** for Re-Appointment/Regularization of **Mr. Adityabhai Jagdishbhai Joshi**, as an Independent Director of the Company:

"**RESOLVED THAT**pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the company be and is hereby given to re-appoint **Mr. Adityabhai Jagdishbhai Joshi (DIN: 07718831)** as an Independent Director on the board of the

director of the company, who shall hold office for a term of 5 years commencing from 28th January, 2024 and not be liable to retire by rotation. **Mr. Adityabhai Jagdishbhai Joshi** shall be entitled to receive sitting fees for attending meetings of the board or any committees thereof as detailed in the draft letter of re-appointment to be issued to Mr. Adityabhai Jagdishbhai Joshi and as may be determined by the board from time to time."

"**RESOLVED FURTHER THAT** any one Director of the Company or CFO of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Director
For Bindal Exports Limited

Sd/-
Ravindrakumar Kanhaiyalal Arya
Managing Director
DIN: 00033067

Place: Surat
Date: 09.09.2024

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 9:

Re-Appointment of Mr. Adityabhai Jagdishbhai Joshi, as an Independent Director of the Company

Mr. Adityabhai Joshi is an Independent Director on the Board of Bindal Exports Limited. He joined the Board of Directors (the "Board") of the Company on January 28, 2019 as an Independent Director under the Companies 2013 ("the Act") for a term of 5 years. Mr. Adityabhai Joshi is due for retirement from his term as an Independent Director.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

The brief profile of **Mr. Adityabhai Joshi** is given below:
Mr. Adityabhai Jagdishbhai Joshi, holds a Master's degree in Law (LLM) and Bachelor's degrees in Commerce (B.Com) and Law(LLB). Mr. Adityabhai Jagdishbhai Joshi was appointed as an Independent Director on 28th January, 2019 and has completed first term of 5 years and reappointed as the Independent Director for the next term of 5 years in the Board meeting held on 24th May, 2024. He is an advocate specializing in civil and criminal cases with extensive knowledge and expertise in Company Law. With over 14 years of legal experience.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Adityabhai Joshi for the office of Independent Director for a second term. The Company has received from Mr. Adityabhai Joshi, his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Adityabhai Joshi, as Independent Director for a second term. The NRC has recommended the second term for Mr. Adityabhai Joshi, commencing from 28th January, 2024.

Based on the recommendation of the NRC, and considering the reports of performance evaluation, Mr. Adityabhai Joshi skills, vast experience and deep knowledge of the financial service industry and his contribution over the years as an Independent Director of the Company, the Board believes that Mr. Adityabhai Joshi continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

The Board recommends the re-appointment of Mr. Adityabhai Joshi as an Independent Director of the Company for the second term. Your Directors recommend the resolution set forth in Item no. 9 for the approval of the Members, by passing the resolution as a **Special Resolution**.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Further, pursuant to the provisions of the Listing Regulations, the approval of the Members by way of a Special Resolution is required for continuing the appointment of a Non-Executive Director (which includes independent director), who shall attain the age of seventy-five years during his term of appointment. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Mr. Adityabhai Joshi fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management. Copy of the draft letter of appointment of Mr. Adityabhai Joshi as Independent Director, setting out applicable terms and conditions, is available for inspection without any fee by the Members at the Registered Office of the Company, on all working days (except Saturdays, Sundays and public holidays).

Members of the company requested to pass the resolution with or without any modification.

Except for Mr. Adityabhai Joshi to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

By Order of the Board of Director
For Bindal Exports Limited

Sd/-
RavindrakumarKanhaiyalal Arya
Managing Director
DIN: 00033067

Place: Surat
Date: 09.09.2024

Bindal Exports Limited

CIN: L51109GJ2007PLC050915

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Details of Director seeking appointment /re-appointment/regularization at the Annual General Meeting

Name	**ADITYABHAI JAGDISHBHAI JOSHI**
Director Identification Number (DIN)	07718831
Date of Birth	19/04/1985
Date of Appointment in the Board	24/05/2024
Brief Profile	Mr. Adityabhai Jagdishbhai Joshi, holds a Master's degree in Law (LLM) and Bachelor's degrees in Commerce (B.Com) and Law(LLB). Mr. Adityabhai Jagdishbhai Joshi was appointed as an Independent Director on 28th January, 2019 and has completed first term of 5 years and reappointed as the Independent Director for the next term of 5 years in the Board meeting held on 24th May, 2024.
Expertise in specific functional areas	He is an advocate specializing in civil and criminal cases with extensive knowledge and expertise in Company Law. With over 14 years of legal experience.
Member/Chairperson of the Committees of the Company	Chairman- Stakeholder Relationship Committee Member- Audit Committee Member- Nomination & Remuneration Committee.
Directorship held in other companies	1. Shah Metacorp Limited 2. H S India Limited
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	1. Shah Metacorp Limited- Independent Director Member in Audit Committee, Nomination and Remuneration Committee, Stakeholders Committee and Risk Management Committee. 2. H S India Limited- Independent Director Member in Audit Committee, Nomination and Remuneration Committee, Stakeholders

	Committee and Risk Management Committee.
Number of shares held in the Company	--
Remuneration drawn	--
Relationship with other directors, manager and key managerial personnel of the Company	He is not related to any Director.
Number of Meetings of the Board attended during the year	5