NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the members of Bindal Exports Limited will be held on Wednesday, 30th September, 2020 at 12:30 p.m. at the Registered office of the company at Block No.270, Bindal house, Surat-Kadodara Road, Kumbharia, Surat, Gujarat-395010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company for the Financial Year ended 31st March, 2020 along with Boards' report and Auditors' Report thereon.

2. To appoint Director in place of Mr. Apurva Arya (DIN: 06558623), who retires by rotation, and being eligible, offers himself for reappointment.

3. To consider re-appointment of Statutory Auditors and in this connection, to consider and thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to section 139,141 and 142 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other applicable provisions, if any, and as recommended by the Board and Audit Committee, the consent of the members be and is hereby accorded to re-appointment of M/s. SNK & Co., Chartered Accountants, bearing (Registration No.109176W), as a Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the financial year 2024. "

SPECIAL BUSINESS:

4. To approve Related Party Transaction and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

   "**RESOLVED THAT** pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, in terms of Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Rule, 2015 (including any statutory modifications or enactment thereof for the time being in force), and also pursuant to the consent of Audit Committee and the board of director vide resolution passed in the meeting, approval of the members be and is hereby accorded for entering into related party transactions for period of 2020-21 financial year with effect from April 01, 2020 to March 31, 2021, which were in the ordinary course of business and at arm's length basis and up to the maximum amounts per annum as appended below:

Particulars of Proposed Transactions for the purpose of approval u/s188 of the Companies Act, 2013 Maximum value of contract / transaction (April 01, 2020 to March 31, 2021) (Per annum)

Name of the Related Parties	Nature of Transaction	Amount of Transaction
Bindal Silk Mills Private Limited	Purchase / Sale / Services of Goods or Material or for the purpose of Job Work of Goods or any movable or immovable property or for the purpose of any leasing or hire purchase of any movable or immovable property.	Value of transactions with all related entity in one financial year shall not exceed Rs. 50 Crore and such transactions shall be at arm's length in Ordinary Course of Business.
Bindal Exim Private Limited		
Jaybharat Filaments Private Limited		
Jaybharat Finstock Private Limited		
Jayvik Machineries Private Limited		
Laurel Apparels Private Limited		

RESOLVED FURTHER THAT for the purpose of giving to this Resolution, any one of the Director or Company Secretary of the Company be and is hereby authorised to do such act, deeds, matters, and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regards as the Board in its absolute discretion may deem necessary or desirable, and its decision shall be final and binding."

5. To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, 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) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is here by accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% (eleven per cent) to 50% (fifty per cent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act,2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

By order of the Board of Directors

Sd/-
Dhruvi Shyam Kapadia
Company secretary

Regd. Office:
BINDAL EXPORTS LIMITED
Block No.270, Bindal house, Surat-Kadodara Road,
Kumbharia, Surat, Gujarat-395010

Date: 28/08/2020
Place: Surat

Notes:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2) In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Block No. 270, Bindal house, Surat-Kadodara Road, Kumbharia, Surat, Gujarat-395010 which shall be the venue of the AGM.

3) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 13TH ANNUAL GENERAL MEETING (AGM).**

4) **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THEAGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY**

CARRYINGVOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FORANY OTHER PERSON OR SHAREHOLDER.

5) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and Client ID for identification.

6) Members are requested to bring the attendance slip at the AGM. Members who hold shares in dematerialized form are requested to write their client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip. Duplicate Attendance Slip and/or Copies of the Annual report shall not be issued / available at the venue of the meeting.

7) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8) Pursuant to provisions of section 91 of the Companies Act, 2013, The Register of Members and Share transfer Book shall remain closed from **THURSDAY, 24TH SEPTEMBER, 2020to WEDNESDAY, 30TH SEPTEMBER, 2020 (both days inclusive)** for purpose of 13th AGM of the Company.

9) Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Bigshare Service Pvt Ltd (RTA).

10) The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.

11) Members must quote their Folio Number/ Demat Account Number and Contact number etc in all correspondence with the Company/ RTA.

12) In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transmission or transposition of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

13) In accordance with the provisions of the MCA and SEBI Circulars, the Notice along with the Annual Report is being sent through email only to Members whose email IDs are registered with Bigshare Services Private Limited (RTA) and the Depository Participant /Depository.

14) The Notice of the AGM and the Annual Report are available on the website of the Company viz. www.bindalexports.comand also on the BSE Limited viz. www.bseindia.com

15) Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or Bigshare Services Private Limited (RTA), for receiving the Notice and Annual Report. We urge Members to support this Green Initiative effort of the Company and get their email IDs registered.

16) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with rules made there under, Soft copy of the Notice of AGM along with the copy of Annual Report has been sent to those shareholders who have registered their e-mail IDs with the company or whose e-mail IDs have been made available by the Depositories. The aforesaid documents can also be accessed on the Company's website: www.bindalexports.comand also on the BSE Limited viz. www.bseindia.com

17) To support the "Green Initiative", Shareholders who have not registered their e-mail addresses can also register the same along with the contact numbers with the company by sending details to cs@bindalexports.comor with Bigshare Services Pvt. Ltd. at investor@bigshareonline.comfor receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

18) The Company and the RTA has been mandated by Securities and Exchange Board of India (SEBI) vide circular dated April 20, 2018 for submission of Permanent Account Number (PAN) by every participant in securities market to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. Members who has not yet submitted are, therefore, requested to submit their self-attested PAN and original cancelled cheque leaf/attested bank passbook showing name of the Account Holder and Aadhaar Card to the Company/RTA.

19) As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with Bigshare Services Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).

20) Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details/e-mail address/mandates/nominations/power of attorney/contact numbers etc., to the Bigshare Services Private Limited, at E- 2/3, Ansa Industrial Estate, Saki vihar Road Sakinaka, Andheri (E), Mumbai- 400072, Maharastra, India, Tel: +91-22- 62638200 Fax: +91-22-62638299, Email: investor@bigshareonline.com

21) Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/ bank account details/ e-mail address/mandates, nominations/power of attorney/contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.

22) Non- Resident Indian members are requested to inform directly to the RTA quoting reference of their Folio Number or their Client Id number with DP ID Number as case may be immediately:

    a. The Change in the 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.

23) Members seeking any information relating to the Accounts may write to the company at least 7 days before the date of the Meeting, so as to enable the Company to keep the information ready at following address: Accounts Department, Bindal Exports Limited, Blok No. 270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat, Gujarat- 395006, Tel No. : +91-261-2640706, Email: cs@bindalexports.com

24) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

25) The facility for voting through ballot paper shall be made available at the AGM. The members attending the meeting shall be able to exercise their right of demanding poll.

26) A person who is not a member as on the record date should treat this Notice for information purpose only.

27) The voting rights of members, in case poll is demanded, shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date of Friday, 18th September, 2020.

28) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. 18th September, 2020 can also attend the meeting.

29) Mr. Jinendra Jain of M/s. Jinendra Jain & Associates, Company Secretary, Surat, has been appointed as the Scrutinizer to scrutinize the Ballot voting at the ensuing Annual General Meeting of the company process in a fair and transparent manner.

30) The scrutinizer shall within a period of not exceeding two working days from the conclusion of the voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

31) The results of the voting along with the scrutinizer's report shall be placed on company's website within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the Bombay stock exchange, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 4

As per the provision of Section 188 (1) of the Companies Act, 2013 "Related party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board of and its Power) Rules, 2015. As per the provision the approval of the shareholders in the General Meetings is required by way of passing resolution. Provisions of section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on arm's length basis.

All the transactions entered and proposed to be entered by the Company with M/s. Bindal Silk Mills Pvt Ltd, M/s. Bindal Exim Pvt Ltd, M/s. Jaybharat Filaments Pvt Ltd, M/s. Jaybharat Finstock Pvt Ltd, M/s. Jayvik Machineries Pvt Ltd, and M/s. Laurel Apparels Pvt Ltd. are in the ordinary course of business and are at arm's length basis.

In terms of Regulation 23 of LODR Regulation, all material related party transactions shall require approval of the shareholders through passing resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not, notwithstanding such transactions have been done at arm's length basis and normal course of business.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual turnover of the listed entity as per the last audited financial statements of the listed entity.

Accordingly, the Board of Directors of the company requires the member's approval by way of passing Resolution as set out in this Notice.

Mr. Ravindrakumar Arya, Managing Director; Mr. Anupam Arya, Executive Director; Mr. Apurva Arya, Non-Executive Director; and their relatives or related entities are, in any way, concerned or interested in the resolution as set out in this Notice.

Item No. 5:

As per Section197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole- time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/ Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 28/08/2020 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% to 50% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 5 for approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ravindrakumar Arya (Managing Director), Mr. Anupam Arya (Director), Mr. Apurva Arya (Director) and Ms. Nishidha Agarwal (CFO) are considered to be interested or concerned in the above resolution.

Annexure-A

DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, RELATING TO DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Director	Apurva Arya
DIN	06558623
Date of Birth	20/03/1990
Date of first Appointment	29/08/2016
Educational Qualification	C.A.
Expertise in Specific Functional Area and Experience	Having several years of experience in business development, operations and generation of revenue in this sector in which the Company operates.
Directorship held in other Public and Private Companies	1. Jaybharat Filaments Private Limited 2. Jayvik Machineries Pvt Ltd 3. Jaybharat Finstock Private Limited
Committee positions held in other Companies	NIL
No. of Equity Shares held in the Company as on 31/03/2020	NIL
Inter se Relationship	Son of Mr. Ravindra Arya, Managing Director of the Company

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BINDAL EXPORTS LIMITED
CIN NO. L51109GJ2007PLC050915
Regd. office: Blok No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat-395006, Gujarat, India
Tel No. : +91-261-2640706 Email: cs@bindalexports.com Website: www.bindalexports.com

13TH ANNUAL GENERAL MEETING ATTENDANCE SLIP
PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Folio No./DP ID/ Client ID#	
No. of Equity Shares Held	

I certify that I am member/proxy/authorized representative for the member of the Company.

I hereby record my presence at the 13th Annual General Meeting of the Company being held at **Blok No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat-395006, Gujarat,** on **Wednesday, 30th September, 2020 at 12:30 p.m.**

Name of Shareholder (In Block letter)	
Name of proxy/ Authorized Representatives attending*(In Block letter)	

* Strike out whichever is not applicable
#Applicable for Shareholders holding Shares in Dematerialized Form.

Signature of the attending Shareholder/
Proxy/Authorised Representative*

BINDAL EXPORTS LIMITED
CIN NO. L51109GJ2007PLC050915

Regd. office: Blok No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat-395006, Gujarat, India
Tel No. : +91-261-2640706 Email: cs@bindalexports.com Website: www.bindalexports.com

PROXY FORM

FORM NO. MGT-11

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

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	

I/We____________________being member(s) of above named company, hereby appoint

1) Name:________________Address:________________

Email Id:________________Signatures:________________or falling him:

2) Name:________________Address:________________

Email Id:________________Signatures:________________or falling him:

3) Name:________________Address:________________

Email Id:________________Signatures:________________or falling him:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company being held at registered office of the Company at **Blok No.270, Near Kumbharia Bus Stand, Surat-Kadodara Road, Kumbharia, Surat-395006, Gujarat,** on Wednesday, 30th September, 2020 at 12:30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	**Resolutions**	**Vote (*Optional)**	
	Ordinary Business	**For**	**Against**
1.	Ordinary Resolution for Adoption of Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Ordinary Resolution To appoint Director in place of Mr. Apurva Arya (DIN: 06558623), who retires by rotation, and being eligible, offers himself for reappointment.		
3.	Ordinary Resolution for Re-appointment of Statutory Auditors of the Company and fix their Remuneration		
	SPECIAL BUSINESS		
4.	Ordinary Resolution To approve Related Party Transaction and in this regard to consider and if thought fit, to pass with or without modification(s).		
5.	Special Resolution To increase the overall managerial remuneration.		

Signed this______________day of______________September, 2020

Affix

Rs. 1

Revenue

_________________________ Signature of the Shareholder

_________________________ Signature of Proxy Holder(s)

Note:

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 13th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.
4. It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ROUTE MAP TO THE VENUE OF THE 5TH ANNUAL GENERAL MEETING OF BINDAL EXPORTS LIMITED TO BE HELD ON 30TH SEPTEMBER, 2020 AT BLOCK NO.270, BINDAL HOUSE, SURAT-KADODARA ROAD, KUMBHARIA, SURAT, GUJARAT-395010