Bindal Exports Limited

Date-28th August 2017

NOTICE

Notice is hereby given that the 10th Annual General Meeting of the members of Bindal Exports Limited will be held on Friday 22nd September, 2017 at Bindal House, Kumbharia, Surat-Kadodara Road, Surat 395010 at 12:30 P.M to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statement of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ravindra Arya (DIN: 00033067), who retires by rotation and being eligible, offer himself for re-appointment.

3. To ratify the appointment of Statutory Auditors and to fix their remuneration, and in this regard to consider, and if thought pass, with or without modification (s), the following resolution as an **Ordinary Resolution**.

   "**RESOLVED THAT** pursuant to the provisions of the Section 139, 142, and other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by Shareholders in Annual general meeting of the Company held on August, 28 2014, the appointment of M/s. SNK & Co., Chartered Accountants as Statutory Auditor of the Company to hold office till the conclusion of the 12thAnnual General Meeting for the financial year 2019, be and hereby ratified (for the financial year 2016-17) on suchremuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses may be incurred by them for the purpose of Audit."

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 2017-18 financial year with effect from April 01, 2017 to March 31, 2018, which are 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, 2017 to March 31, 2018) (Per annum)

Transaction defined u/s 188(1) of the Companies Act, 2013

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. 25 Crore** and such transactions shall be at arm's length in Ordinary Course of Business."
Bindal Exim Private Limited		
Jaybharat Filaments Private Limited		
Jaybharat Filaments Private Limited		
Jaybharat Finstock Private Limited		
J B Infomatics 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.

By Order of the Board of Director
BINDAL EXPORTS LIMITED

Date: 28/08/2017
Place: SURAT

Brajendra Shukla
Company Secretary
(Membership No: A41031)

Registered office:
Block - 270, Bindal House,
Nr. Kumbharia Bus Stand,
Surat-Kadodara Road,
Kumbharia,
Surat – 395010

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE IN THE MEETING 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 (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 proxy for any other person or shareholder.

2. The instrument appointing proxy, in order to be valid and effective, should be Lodge/deposited with the Company at its Registered Office of the Company, duly completed and signed, not later than 48 hours (Forty eight) before the commencement of the meeting. Blank Proxy form is annexed hereto.

3. The Relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item No. 04 to 05 of the accompanying Notice are annexed hereto.

4. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.

5. Members/proxies/authorised/representative should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.

6. Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details their DP ID/and Clint ID/ Folio No.

7. In case of Joint holders attending Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

8. Register of Members, Share Transfer books, of the Company will remain closed from Friday the 15th September 2017 to Friday 22nd September 2017 (both days inclusive)

9. The Register of Director and Key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Registered of Contract 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.

10. Members holding shares in electronics form are requested to intimate immediately any change in their address or bank mandate to their Depository Participant with whom they maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. Bigshare Services Pvt Ltd.

11. The Security 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 electrics forms are therefore requested to submit their PAN to their Depository Participant (DP). Members holding shares in physical form are required to submit their PAN to the Company or contact our Registrar and Transfer Agent. i.e. Bigshare Services Pvt Ltd.

12. The annual report of the Company will be available on the Companies website, www.bindalexports.com and on the website of respective Stock Exchange where the Equity shares of the Company are listed, www.bseindia.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during the 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 cs@bindalexports.com.

13. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in respects of the directors seeking appointment/ re-appointment at the Annual general meeting, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the rules thereunder.

14. The annual Report 2016-17, the notice of the 10th Annual General Meeting along with the Attendance Sheet and Proxy form, are being sent by electronics mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless a members has requested for physical Copy of the document. For members who have not registered their email addresses, physical copy of the Documents are sent by the permitted mode. (The Ministry of Corporate Affairs [vide circular nos. 17/2011 and 18/2011 dated 21st April 2011 and 29th April 2011 respectively) has undertake a "Green Initiative in Corporate Governance"]

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting [Pursuant to Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015]

Director	Mr. Ravindra Arya
Date of Birth	08/08/1960
DIN	00033067
Date of first Appointment	22/05/2007
Nature of Expertise	He has vast experience in the Textiles industry and sound knowledge of product of our Company, he looks after the strategic growth of the Company and the guiding force

	behind the entire Bindal Group and has been instrumental in formulating the overall business strategy and developing business relations of our Company.
Qualification M.	
Directorship in other Company	- Bindal Silk Mills Pvt Ltd - Jaybharat Filaments Pvt Ltd - Jaybharat Finstock Pvt Ltd - Bindal Exim Pvt Ltd - Laurel Apparels Pvt Ltd - J B Infomatics Pvt Ltd - Vichaar Television Network Limited - Kadodara Power Pvt Ltd - Surat Integrated Textile Park Pvt Ltd
Chairman/ Member of Committee in other Public Companies	NIL
No. of Equity Shares held	15,30,000 (33.26%)

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to 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 ordinary 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 enter 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. J B Infomatics 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 ordinary 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 the Ordinary 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.

By Order of the Board of Director
BINDAL EXPORTS LIMITED

Date: 28th August 2017
Place: SURAT

Brajendra Shukla
Company Secretary
(Membership No: A41031)

Attendance Slip: 10th Annual General Meeting, 22nd September 2017at 12:30 PM Regd. Folio No._______/ No. of shares held______

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 10th Annual General Meeting of the Company on Friday, 22nd at 12:30 PM at the Registered Office of the Company at Bindal House, Kumbharia, Surat-Kadodara Road, Surat 395010

______________________________ ______________________________

Member's/Proxy's name in Block Letters Member's/Proxy's Signature Note: Please fill this attendance slip and hand it over at the registered office.

Form No. MGT-11

Proxy form

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

CIN: L51109GJ2007PLC050915 Name of the company: Bindal Exports Limited

Registered office:

Name of the member(s):

Registered Address:

E-mail ID:

Folio/ DP ID –

Client ID No.:

I/We, being the member (s) of ………… shares of the above named company, hereby appoint 1. Name: …………………… Address: E-mail Id : Signature :……………., or

failing him 2. Name : …………………… Address: E-mail Id: Signature:……………., or

failing him 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 10th Annual general meeting/ Extraordinary general meeting of the company, to be held on the Friday 22th September 2017 At 12:30 p.m. at
Block - 270, Bindal House,
Nr. Kumbharia Bus Stand,
Surat-Kadodara Road,
Kumbharia,
Surat – 395010
and in respect of such resolutions as are indicated below

:Resolution No. 1………………………………… 2…………………………………
3…………………………………

Signed this…… day of……… 20…. Signature of shareholder Stamp

Signature of Proxy holder(s) Affix revenue stamp

Note: 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.


Sign in
Punagam-Saroli Rd
SAROLI PRIMARYY SCHOOLL
Modde
Leuva Patiddh
Samaj Bhaava
Bindal Exports Pvt Ltd
Times Galleria
Surat - Bardoli Rd
Surat - Kadodara Rd
Dena Bank
Shree Kuberji World
Satellite
Google
ap data ©2017 Google
India
Terms
100 m
end feedback