Bindal Exports Limited

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the members of Bindal Exports Limited will be held on Saturday, 28th September, 2019 at 12:30 p.m. at the Registered office of the company at Block No.270, Bindal house, Surat-Kadodara Road, Kumbharia Surat-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, 2019 along with Boards' report and Auditors' Report thereon.
2. To appoint Director in place of Mr. Anupam Arya (DIN: 00287676), 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. Regularization of Appointment of Mr. Aditya Joshi (DIN: 07718831) from Additional Independent Director to Independent Director:

   To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the consent of the members be and are hereby accorded for regularization of appointment of Mr. Aditya Joshi (DIN: 07718831) from additional Independent director to Independent Director, on the basis of the performance evaluation to hold office for a period of five years and a declaration that he meets the criteria of independence as provided under Section149(6) of the Act and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

5. 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 2019-20 financial year with effect from April 01, 2019 to March 31, 2020, 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, 2019 to March 31, 2020) (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	Value of transactions with all related entity in one financial year
Bindal Exim Private Limited		
Jaybharat Filaments Private Limited		

Jaybharat Finstock Private Limited Jayvik Machineries Private Limited Laurel Apparels Private Limited	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.	shall not exceed Rs. 50 Crore and such transactions shall be at arm's length in Ordinary Course of Business."

"**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."

Registered Office:
Block No.270, Bindal House,
Surat-Kadodara road,
Kumbharia,
Surat- 395010.

By the order of Board of Directors

Sd/-
Ravindra Kumar Arya
Chairman & Managing Director
DIN-00033067

Place: Surat
Date: 02/09/2019

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) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and the vote instead of himself and the proxy need not be a member of the company.
3) A proxy form in order to be effective must be lodged with registered office of the company atleast 48 hours before the Meeting in a duly stamped & signed state. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4) The register of members and share transfer books of the company will be closed from September 21, 2019 to September 28, 2019 (both days inclusive).
5) The route map showing directions to reach the venue of the meeting is annexed.
6) The notice of Annual General Meeting and the Annual Report will be available for inspection at the registered office of the company on all working days between 9:30 a.m. to 11:30 a.m. up to the date of annual general meeting.
7) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8) Members/Proxies are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
9) 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 authorising their representative(s) to attend and vote on their behalf at the Meeting.
10) The members, holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
11) Electronic copy of the Annual Report 2018-19 is being sent to those Members whose e-mail address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Notice of AGM and Annual Report will also be available on the Company's website viz. www.bindalexports.com
12) 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.
13) 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 intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail

address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the company's registrars and transfer agents, BIGSHARE SERVICES PRIVATE LIMITED to provide better and efficient services. Members holding shares in physical form can submit their PAN details to the Company.

14) 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.
15) A person who is not a member as on the record date should treat this Notice for information purpose only.
16) 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, 20th September, 2019.
17) 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. 21st September, 2019 can also attend the meeting.
18) Mr. Dinesh Lunia, Partner - DSR & Associates, Company Secretary Ahmedabad 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.
19) 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.
20) 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.

By the order of Board of Directors

Sd/-
Ravindra Kumar Arya
Chairman & Managing Director
DIN: 00033067

Date: 02/09/2019
Place: Surat

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the 12th Annual General Meeting
Annexure to Item No. 2

Pursuant to Regulation 36 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) and Secretarial Standard- 2 issued by The Institute of Company Secretaries of India, Information about the Directors Proposed to be Appointed / Re-Appointed is furnished below:

Name of Director	Anupam Arya
DIN	00287676
Date of Birth	01/06/1977
Date of first Appointment	03 May 2016
Educational Qualification	M.B.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 Companies	1 (Bindal Exim Private Limited)
Chairmanship/Membership of the committee of the Board of Directors of the Company	NIL
Committee positions held in other Companies	NIL
No. of Equity Shares held in the Company as on 31/03/2019	1190
Inter se Relationship	Son of Mr. Ravindra Arya, Managing Director of the Company

Bindal Exports Limited

Explanatory statement for Item No. pursuant to Section 102 of the Companies Act, 2013

Item No. 02

Director, Mr. Anupam Arya (DIN: 00287676), retires by rotation, and being eligible, seeks re-appointment. Your Directors recommend the resolution for approval of members. Except Mr. Anupam Arya to the extent of his shareholding, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company is concerned or interested in the proposed item no. 2.

Item No. 04

The Board of Directors, pursuant to the provisions of Section 161 of the Act and applicable rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Aditya Joshi (DIN:07718831) as an Additional Director in the capacity of an Independent Director holding office upto the date of the Annual General Meeting. He has given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, appointment of Mr. Aditya Joshi as Independent Directors is now being placed before the Members for their approval. Your Directors recommend the Special Resolution set out at Item no. 4 of the Notice for approval by the Members. Except Mr. Aditya Joshi and except to the extent of their shareholding, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 4 in the Notice.

Registered Office:
Block No.270, Bindal House,
Surat-Kadodara road,
Kumbharia,
Surat- 395010.

By the order of Board of Directors

Sd/-
Ravindra Kumar Arya
Chairman & Managing Director
DIN-00033067

Place: Surat
Date: 02/09/2019