

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **Eighteenth** Annual General Meeting of the members of Bindal Exports Limited (“**Bindal**” or “**the Company**”) will be held on Tuesday, September 23, 2025 at Registered Office of the Company i.e. Plot No. 270, Bindal House, Surat Kadodara Road, Near Kumbharia Bus Stand, Kumbharia, Surat, Choryasi, Gujarat, India, 395010 at **01:00 P.M.** to transact the following:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 including the audited Balance Sheet as at 31<sup>st</sup> March, 2025, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors’ and Auditors’ thereon.
2. To appoint a director in place of Mr. Apurva Ravindra Arya (DIN: 06558623), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers him for re-appointment.
3. To consider and if thought fit, to pass the following resolution as Ordinary Resolution with or without modification.

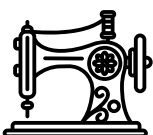
**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby given for the appointment of M/s. Rajesh Bhauwala & Co., Chartered Accountants (Firm Registration No. 118275W), as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the Twenty-third Annual General Meeting of the Company to be held in the year 2030, to conduct the Statutory Audit of the Company, on such remuneration as may be mutually agreed between the Board of Directors and the said Auditors, in addition to applicable taxes and reimbursement of out-of-pocket expenses.

**SPECIAL BUSINESS:**

4. **Re-Appointment of Mr. Ravindrakumar Kanhaiyalal Arya (DIN: 00033067), as a Managing Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby given for the re-appointment of Mr. Ravindrakumar Kanhaiyalal Arya (DIN: 00033067), as the Managing Director of the Company, for a further period of 5 (five) years commencing from September 01, 2025 to August 30, 2030, upon the terms and



and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms with the Registrar of Companies, intimations with the stock exchanges and other statutory authorities, as may be required to give effect to this resolution.”

**5. To increase the remuneration of Mr. Anupam Ravindra Arya, Whole-time Director of the Company.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents and permissions as may be required, the approval of the Members of the Company be and is hereby given for the revision in remuneration payable to Mr. Anupam Ravindra Arya (DIN: 00287676), Whole-Time Director of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, for the FY 2025-26, on the following terms and conditions:

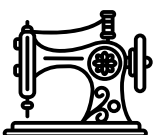
- Revised Remuneration: ₹ 48,00,000/- (Rupees Forty-Eight Lakhs only) per annum
- Other Benefits/Perquisites: Nil
- Commission/Performance Incentives: Nil
- Other Terms: All other terms and conditions of appointment shall remain unchanged as per the original appointment letter/agreement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to vary, alter, or modify the aforesaid terms and conditions of remuneration, including perquisites and other benefits, within the overall limits prescribed under the Companies Act, 2013 and Schedule V thereto, and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable to give effect to this resolution.

**6. Approval of Material Related Party Transaction(s).**

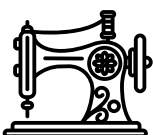
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI



Listing Regulations”), and the company’s policy on related party transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and recommendation of the audit committee and the board of directors of the company, the approval of the members of the company be and is hereby accorded to the company to enter/continue to enter into material related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘related party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the in the below mentioned table, the explanatory statement to this resolution and as may be mutually agreed between related parties and the company, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.

Sr No.	Name of Related Party	Type of Transaction	Amount in Rs. (Per Annum)	Terms of Contract	Name of Interested Person	Nature of Relationship
1.	Jaybharat Filaments Pvt Ltd	Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material	Upto Rs. 10 Crores	The Company will undertake the transactions of Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material upto Rs. 10 Crores (Rupees Ten Crores Only)	Ravindrakumar Kanhaiyalal Arya and Apurva Arya are common directors and Anupam Arya is relative of directors.	Director & relative of directors
2.	Bindal Silk Mills Pvt Ltd	Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material	Upto Rs. 10 Crores	The Company will undertake the transactions of Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material upto Rs. 10 Crores (Rupees Ten Crores Only)	Ravindrakumar Kanhaiyalal Arya, Anupam Arya and Apurva Arya are common directors.	Directors



3.	Bindal Exim Pvt Ltd	Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material	Upto Rs. 10 Crores	The Company will undertake the transactions of Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material upto Rs. 10 Crores (Rupees Ten Crores Only)	Ravindrakumar Kanhaiyalal Arya and Anupam Arya are common directors and Apurva Arya is relative of directors.	Director & relative of directors
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### 7. Appointment of M/s M D Baid & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company

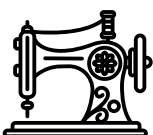
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s M D Baid & Associates, Practicing Company Secretaries (Firm Registration No.: P2004GJ015700), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), to conduct the Secretarial Audit of the Company under Section 204 of the Companies Act, 2013, and to issue the Secretarial Audit Report thereon, and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committees thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submissions of documents with any authority, or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

### 8. Regularization of appointment of Ms Nandita Manoj Goyal (DIN: 09177269) as Independent Director.

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



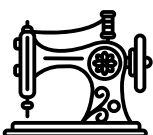
**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the appointment of Ms. Nandita Manoj Goyal (DIN: 09177269), who was appointed as an Additional Director (Independent) of the Company with effect from [August 26,2025], be and is hereby approved and that she be regularised and appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from August 26, 2025 and ending on August 25, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms with the Registrar of Companies, intimations with the stock exchanges, and to take such steps as may be necessary, proper and expedient to give effect to this resolution.

**By Order of the Board of Director  
For Bindal Exports Limited**

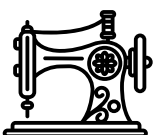
**Date: 26/08/2025  
Place: Surat**

**Sd/-  
Ravindrakumar Kanhaiyalal Arya  
Managing Director  
DIN: 00033067**

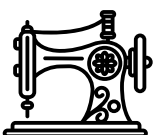


**NOTES:**

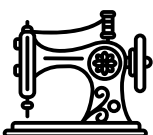
1. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Plot No. 270, Bindal House, Surat Kadodara Road, Near Kumbharia Bus Stand, Kumbharia, Surat, Choryasi, Gujarat, India, 395010 which shall be the venue of the AGM.
2. A statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the special business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
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 18<sup>th</sup> Annual general meeting (AGM).
4. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate 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 carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Institutional investors and corporate Members are encouraged to attend and vote at the 18<sup>th</sup> AGM. Institutional investors and corporate Members (i.e. other than individuals, HUF’s, NRI’s etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail on their registered e-mail address to [mdbaid@yahoo.com](mailto:mdbaid@yahoo.com) with a copy marked to company and NSDL [atcs@bindalexports.com](mailto:atcs@bindalexports.com) & [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) respectively. Institutional shareholders (i.e other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution /Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. 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.



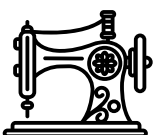
8. SEBI has mandated the submission of Permanent Account Number (PAN) proof of identity, address and bank details by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA. Members are requested to intimate any changes pertaining to their name, postal address, email address, phone number, PAN, mandates, nominations, power of attorney, etc. to their DPs, where shares are held by them in electronic mode and to the Registrar and Transfer Agent (“RTA”), where the shares are held in physical form.
9. Members must quote their Folio Number/ Demat Account Number and Contact number etc in all correspondence with the Company/ RTA.
10. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Members holding shares in physical form are requested to dematerialise their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM on the date of the AGM will be provided by NSDL.
12. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to [cs@bindalexports.com](mailto:cs@bindalexports.com) in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@bindalexports.com](mailto:cs@bindalexports.com). These queries will be replied to by the company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and to avoid repetition of questions.
13. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, September 16, 2025, being the cutoff date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.



14. The Members holding shares in dematerialised mode, who have not registered / updated their e-mail addresses with their DPs are requested to register/update their e-mail address with their DPs with whom they maintain their de-mat account. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.
15. Members, who still hold share certificates in physical form, are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. The Members are requested to send all communications relating to shares held by them of the Company, to the Company's RTA - Bigshare Services Pvt. Ltd. The Members holding shares in electronic mode should address all their correspondence to their respective DPs.
18. In line with the General Circulars No. 20/2020 dated May 5, 2020 and No. 02/2021 dated January 13, 2021, issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same. The Notice of 18<sup>th</sup> AGM and Annual Report 2024-25 are available on the Company's website viz. [www.bindalexports.com](http://www.bindalexports.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
19. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail id by sending e-mail to company's email id [cs@bindalexports.com](mailto:cs@bindalexports.com) by sending duly filled form downloaded from Company's website [www.bindalexports.com](http://www.bindalexports.com) Members are requested to register their email id and support the green initiative efforts of the Company.
20. 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 to not 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 from time to time.



21. 1.Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
- Change in their residential status on return to India for permanent settlement.
  - 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.
22. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
- For shares held in electronic form:To their Depository Participant only and not to the Company's RTA. Changes intimated to the Depositor Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
- For shares held in physical form: To the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Referencer available on the Company's website under Investor resources and is also available on the website of the RTA.
23. The Company has been maintaining, inter alia, the following statutory registers at its registered office of the company
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
24. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
25. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, September 16, 2025, such person may obtain the user id and password from by email request on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
26. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [cs@bindalexports.com](mailto:cs@bindalexports.com) for obtaining the Annual Report and Notice of AGM.
27. The Board of Directors of the company has appointed M/s. M.D. Baid & Associates, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.



28. 1.Voting Options – In view of the meeting being held by audio visual means, the Members shall have two options of voting, both electronically as follows:

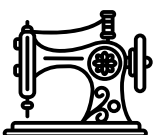
- a) Remote e-voting
- b) Electronic e-voting during the AGM

a) Instructions for Remote E-Voting:

- Voting through electronic means is made available pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020.
- The Company has approached NSDL for providing remote e-voting services through their e-voting platform. In this regard, your demat account/folio number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company in the AGM Notice.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes the member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. (Tuesday) September 23, 2025.
- The Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote on such resolution(s) again.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on Saturday, 20<sup>th</sup> September, 2025 at 09.00 A.M. and ends on Monday, 22<sup>nd</sup> September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL



for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16<sup>th</sup> September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16<sup>th</sup> September, 2025 .

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

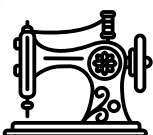
#### Step 1: Access to NSDL e-Voting system




##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

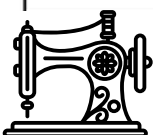
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="491 1039 1410 1464">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li data-bbox="491 1471 1410 2074">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at</li> </ol>



	<p><a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

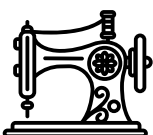
**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

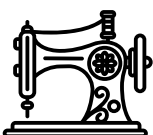
<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. 1.If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

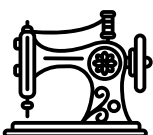
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mdbaid@yahoo.com](mailto:mdbaid@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

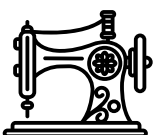
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of



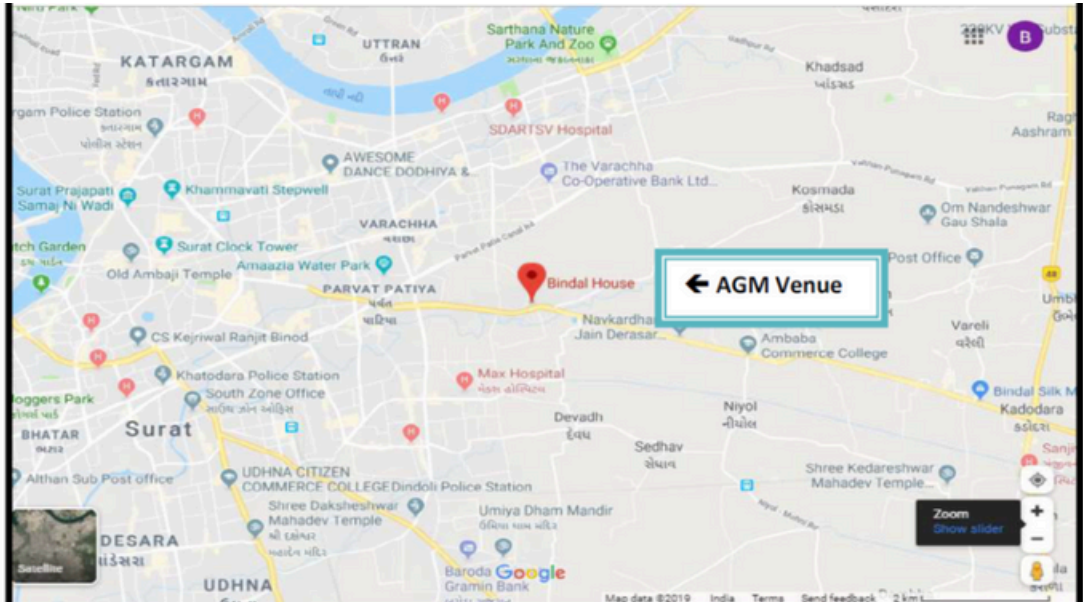
www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@bindalexports.com](mailto:cs@bindalexports.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@bindalexports.com](mailto:cs@bindalexports.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
29. The Board of Directors of the Company have appointed Mr. Mohanlal Baid, Practicing Company Secretary (Membership No. A3598 COP: 3873), partner of M. D. Baid & Associates, as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.
30. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, of the resolutions put to vote to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The results of voting will be declared on receipt of Scrutinizer's Report at the Registered office of the Company and the same along with the Scrutinizers Report will be published on the website of the Company and the website of NSDL. The Company shall simultaneously communicate the results along with the Scrutinizer's Report to stock exchange where the shares of the Company are listed.



32. Route Map to the Venue of the 18<sup>th</sup> Annual General Meeting of M/s Bindal Exports Limited is annexed herewith



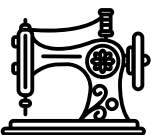
**PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:**

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

<b>Name</b>	<b>MR. APURVA RAVINDRA ARYA</b>	<b>MR. RAVINDRAKUMAR KANHAIYALAL ARYA</b>
Director Identification Number (DIN)	06558623	00033067
Date of Birth	13/11/1987	08/08/1960
Date of Appointment in the Board	03/05/2016	22/05/2005
Brief Profile	Mr. Apurva Ravindra Arya was appointed as Non-Executive Director of our Company on May 03, 2016. He is a qualified Chartered Accountant having several years of experience in business development, operations and generation of revenue in this sector in which the Company operates.	Mr. Ravindrakumar Arya is the Chairman and Managing Director of our Company. He has been a Director of our Company since incorporation and is also one of the subscribers to the MOA of our company. He has vast experience in the Textile industry and has sound knowledge of the products 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.
Expertise in specific functional areas	Finance, accounting, taxation, and corporate governance with strong skills in strategic planning and risk management.	As the Managing Director of Bindal Group, he plays a pivotal role in steering the company towards success.
Member/Chairperson of the Committees of the Company	1. Audit Committee: Member 2. Nomination and Remuneration Committee: Chairperson 3. Stakeholders Relationship Committee: Member	-

## BINDAL EXPORTS LIMITED

Directorship held in other companies	<p>1. Jayvik Machineries Private Limited</p> <p>2. Jaybharat Finstock Private Limited</p> <p>3. Jaybharat Filaments Private Limited</p> <p>4. Bindal Silk Mills Private Limited</p>	<p>1. Bindal Silk Mills Private Limited</p> <p>2. Jaybharat Filaments Private Limited</p> <p>3. Laurel Apparels Pvt Ltd</p> <p>4. Bindal Exim Private Limited</p> <p>5. Jaybharat Finstock Private Limited</p> <p>6. Vichaar Television Network Limited</p> <p>7. Kadodara Power Private Limited</p> <p>8. Palsana Enviro Protection Limited</p>
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	-	-
Number of shares held in the Company	-	15,30,000 Shares
Remuneration drawn	-	NIL
Relationship with other directors, manager and key managerial personnel of the Company	<p>Ravindrakumar Kanhaiyalal Arya- Father</p> <p>Anupam Ravindra Arya- Brother</p>	<p>Anupam Ravindra Arya- Son</p> <p>Apurva Ravindra Arya- Son</p>
Number of Meetings of the Board attended during the year	7	7



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****ITEM NO. 3:****Appointment of Statutory Auditor:**

M/s Rajesh Bhauwala & Co., Chartered Accountants (Firm Registration No. 118275W), were appointed as Statutory Auditors of the Company to fill the casual vacancy that arose due to the non-passage of the ordinary resolution for the appointment of M/s S M R N & Co., Chartered Accountants, at the Company's Annual General Meeting. This appointment was made in accordance with the provisions of Section 139(8) of the Companies Act, 2013 and was subsequently approved by the members at the Extraordinary General Meeting held on 28<sup>th</sup> October, 2025, to hold office until the conclusion of this Annual General Meeting.

The Board of Directors, on the recommendation of the Audit Committee, now proposes to appoint M/s Rajesh Bhauwala & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of five years, commencing from the conclusion of this Annual General Meeting until the conclusion of the Twenty-third Annual General Meeting to be held in the year 2030, subject to approval of the members.

M/s Rajesh Bhauwala & Co. have consented to their appointment and confirmed their eligibility to act as Statutory Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and applicable rules.

The Board recommends the passing of the resolution set out in the accompanying Notice as an Ordinary Resolution.

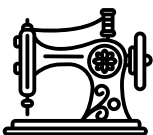
None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, in the resolution.

**ITEM NO. 4:****Re-Appointment of Mr. Ravindrakumar Kanhaiyalal Arya, as a Managing Director of the Company**

Mr. Ravindrakumar Kanhaiyalal Arya (DIN: 00033067) was appointed as the Managing Director of the Company. Considering his significant contribution to the growth and operations of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 26/08/2025, approved the re-appointment of Mr. Ravindrakumar Kanhaiyalal Arya as Managing Director of the Company for a further period of five years, from 1st September, 2025 to 30th August, 2030, subject to the approval of the members.

The terms of appointment of Mr. Ravindrakumar Arya are as under:

- I. Period of Appointment: 5 Years From 01/09/2025 to 30/08/2030
- II. Remuneration: NIL
- III. Salary and Personal Allowance: NIL
- IV. Perquisites: Nil
- V. Reimbursement of expenses: Actual



VI. The Managing Director shall not be entitled to compensation for loss of office as provided in Section 202 of the Companies Act, 2013.

VII. No sitting fees shall be paid to the Managing Director for attending meetings of the Board of Directors or any Committee of the Board.

VIII. In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation Mr. Ravindrakumar Arya will be considered to be liable to retire by rotation.

**Brief profile of Mr. Ravindrakumar Kanhaiyalal Arya:**

Mr. Ravindrakumar Arya is the Chairman and Managing Director of our Company. He has been a Director of our Company since incorporation and is also one of the subscribers to the MOA of our company. He has vast experience in the Textile industry and has sound knowledge of the products 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.

The relevant details as required under Secretarial Standard – 2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, are provided in the annexure to the Notice.

The Board recommends the resolution as set out in the accompanying Notice for the approval of the members as a Special Resolution.

Except for Mr. Ravindrakumar Arya, being an appointee, Mr. Apurva Arya and Mr. Anupam Arya relative of the appointee director are deemed to be concerned or interested, in the proposed Special Resolution as set out in Item No. 4 of this Notice.

**ITEM NO. 5:**

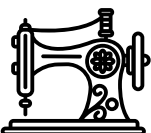
**To increase the remuneration of Mr. Anupam Ravindra Arya, Whole-time Director of the Company.**

Mr. Anupam Ravindra Arya (DIN: 00287676) was appointed as a Whole-Time Director of the Company for a term of five years in accordance with the provisions of the Companies Act, 2013. Considering his continued contribution and active involvement in the day-to-day operations and strategic matters of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the revision in his remuneration for FY 2025-26, subject to approval of the shareholders.

The revised remuneration is in line with the industry standards and is within the limits prescribed under the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013. All other terms and conditions of his appointment shall remain unchanged.

Revised Remuneration Details:

- Fixed Remuneration: ₹ 48,00,000 per annum
- Perquisites / Other Benefits: Nil
- Commission / Incentive Pay: Nil



Mr. Anupam Ravindra Arya is not disqualified from being a director under the provisions of the Companies Act, 2013.

Mr. Apurva Arya and Mr. Ravindrakumar Arya relative of the Mr. Anupam Arya are deemed to be concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in Item No. 5 of this Notice.

The Board recommends the resolution as set out in the accompanying Notice for the approval of the members as a Special Resolution.

### **ITEM NO. 6**

#### **Approval of Material Related Party Transaction(s):**

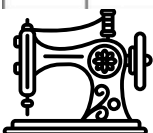
In terms of the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), prior approval of the shareholders by way of a special resolution is required for all material related party transactions, even if such transactions are undertaken in the ordinary course of business and at arm’s length.

A transaction with a related party is considered "material" if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold as may be prescribed under SEBI Listing Regulations.

The Company, in its ordinary course of business and at arm’s length basis, enters into transactions with the following related parties for purchase, sale, job work, and provision/receipt of goods or materials. Based on the projected volumes, these transactions are likely to exceed the materiality threshold prescribed under the SEBI Listing Regulations.

Accordingly, the approval of the shareholders is being sought for the following related party transactions for a maximum aggregate value of ₹10 Crores per annum per entity:

<b>Sr No.</b>	<b>Name of Related Party</b>	<b>Type of Transaction</b>	<b>Amount in Rs. (Per Annum)</b>	<b>Terms of Contract</b>	<b>Name of Interested Person</b>	<b>Nature of Relationship</b>
1.	Jaybharat Filaments Pvt Ltd	Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material	Upto Rs. 10 Crores	The Company will undertake the transactions of Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material upto Rs. 10 Crores (Rupees Ten Crores Only)	Ravindrakumar Kanhaiyalal Arya and Apurva Arya are common directors and Anupam Arya is relative of directors.	Director & relative of directors



2.	Bindal Mills Ltd	Silk Pvt	Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material	Upto Rs. 10 Crores	The Company will undertake the transactions of Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material upto Rs. 10 Crores (Rupees Ten Crores Only)	Ravindrakumar Kanhaiyalal Arya, Anupam Arya and Apurva Arya are common directors.	Directors
3.	Bindal Exim Pvt Ltd		Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material	Upto Rs. 10 Crores	The Company will undertake the transactions of Purchase, Sale, Services of Goods or Material or for the purpose of Job Work of Goods or Material upto Rs. 10 Crores (Rupees Ten Crores Only)	Ravindrakumar Kanhaiyalal Arya and Anupam Arya are common directors and Apurva Arya is relative of directors.	Director & relative of directors

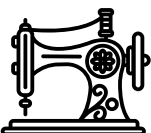
The Board recommends the resolution as set out in the accompanying Notice for the approval of the members as an Ordinary Resolution.

Mr. Apurva Arya, Mr. Anupam Arya and Mr. Ravindrakumar Arya are deemed to be concerned or interested, in the proposed Special Resolution as set out in Item No. 6 of this Notice.

**Item No. 7:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the applicable rules made thereunder, every listed company is required to annex with its Board's Report a Secretarial Audit Report given by a Practicing Company Secretary in the prescribed form.

Based on the recommendation of the Audit Committee and the approval of the Board of Directors, it is proposed to appoint **M/s M D Baid & Associates, Practicing Company Secretaries (Firm Registration No.: P2004GJ015700)**, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from FY 2025-26 till FY 2029-30, to conduct the Secretarial Audit of the Company and to issue the Secretarial Audit Report in terms of the provisions of the Act, as well as to provide such other services, certificates, or reports as may be permissible under the applicable laws.



The remuneration and other terms of appointment of the Secretarial Auditor shall be determined by the Board of Directors, from time to time.

The Board accordingly recommends the resolution set out at Item No. 7 of this Notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, in the said resolution.

**Item No. 8:**

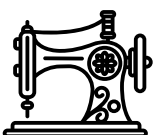
The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Nandita Manoj Goyal (DIN: 09177269) as an Additional Director (Independent) of the Company with effect from August 26, 2025, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In accordance with the provisions of Section 161 of the Act, she holds office up to the date of the ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Nandita Manoj Goyal for the office of Director. The Company has also received her consent to act as a Director in Form DIR-2 along with a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

Based on her skills, expertise, knowledge and experience, the Board is of the view that her continued association would be of immense benefit to the Company. Accordingly, it is proposed to regularize her appointment and approve her appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 26, 2025 and ending on August 25, 2030.

Details of Director proposed to be appointed as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 are as under:

<b>Particulars</b>	<b>Details</b>
<b>Name</b>	Ms. Nandita Manoj Goyal
<b>DIN</b>	09177269
<b>Date of Birth</b>	March 14, 2001
<b>Age</b>	24 years
<b>Nationality</b>	Indian
<b>Date of First Appointment</b>	August 26, 2025
<b>Qualification</b>	BBA, LLB
<b>Occupation</b>	Advocate
<b>Experience / Expertise</b>	Possesses legal and managerial expertise with academic background in Business Administration and Law.



<b>Directorships in other Companies</b>	Nil
<b>Chairmanship/Membership of Committees of other Companies</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, Managers or KMP</b>	None

The Board recommends the resolution set out in the Notice for approval of the Members by way of an Ordinary Resolution.

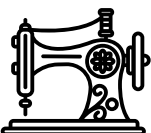
None of the Directors, Key Managerial Personnel and their relatives, except Ms. Nandita Manoj Goyal, is concerned or interested, in the said resolution.

**By Order of the Board of Director  
For Bindal Exports Limited**

**Date: 26/08/2025**

**Place: Surat**

**Sd/-  
Ravindrakumar Kanhaiyalal Arya  
Managing Director  
DIN: 00033067**



**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: Plot No. 270, Bindal House, Surat Kadodara Road, Near Kumbharia Bus Stand, Kumbharia, Surat, Choryasi, Gujarat, India, 395010

Name of the member(s):

Registered address:

E-mail Id: Folio No/ Client Id: DP ID:

I/We, being the holder (s) of ..... shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

or failing him

2. Name:

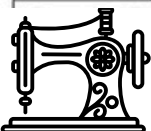
Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll), for me/us and on my/our behalf at the 18th Annual General Meeting of the company, to be held on the Thursday, August 21, 2025 at 01:00 p.m. at Plot No. 270, Bindal House, Surat Kadodara Road, Near Kumbharia Bus Stand, Kumbharia, Surat, Choryasi, Gujarat, India, 395010 and at any adjournment thereof in respect of following resolutions:

Item No.	Particulars
Ordinary Business:	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2025 including the audited Balance Sheet as at 31st March, 2025, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors' and Auditors' thereon.
2.	To appoint a director in place of Mr. Apurva Ravindra Arya (DIN: 06558623), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers him for re-appointment.
3.	To appoint <b>M/s Rajesh Bhauwala &amp; Co, Chartered Accountants (FRN: 118275W)</b> as Statutory Auditor.



Special Business	
4.	Re-Appointment of <b>Mr. Ravindrakumar Kanhaiyalal Arya (DIN: 00033067)</b> , as a Managing Director of the Company.
5.	To increase the remuneration of <b>Mr. Anupam Ravindra Arya</b> , Whole-time Director of the Company
6.	Approval of Material Related Party Transaction(s).
7.	Appointment of <b>M/s M D Baid &amp; Associates</b> , Practicing Company Secretaries as Secretarial Auditor of the Company
8.	Regularization of appointment of <b>Ms. Nandita Manoj Goyal (DIN: 09177269)</b> as Independent Director.

Signed this \_\_\_\_\_, 2025

Signature of shareholder:

Signature of Proxy holder(s):

AFFIX A RE. 1  
REVENUE  
STAMP

**Notes:**

- This form should be signed across the stamp as per specimen signature registered with the Company.
- Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy.
- 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. A holder may vote either for or against each resolution.

