

M D BAID & ASSOCIATES

Practicing Company Secretaries

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,

Ref: Annual General Meeting of the members of Bindal Exports Limited held on Tuesday, September 23, 2025 at 01:00 P.M at Registered Office of the Company i.e. Plot No. 270, Bindal House, Surat Kadodara Road, Near Kumbharia Bus Stand, Kumbharia, Surat, Gujarat, India, 395010.

Dear Sir,

I, Mohan D Baid, Partner of M D Baid & Associates, Practicing Company Secretaries having its office at 102, Kauttilya, F.P. No. 327, Khatodara, Surat-395002, Gujarat, India, am appointed as Scrutinizer by the Board of Directors of Bindal Exports Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 18th Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, September 23, 2025 at 01:00 P.M 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.

I submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013, and the rules made thereunder relating to voting through electronic means (remote e-voting) as well as voting at the AGM by physical/electronic means on the resolutions proposed in the Notice of the 18th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the entire voting process, whether through remote e-voting or voting conducted physically at the AGM, is carried out in a fair and transparent manner, and to submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, to the Chairman on the resolutions.
2. The Notice dated August 26, 2025, for the 18th Annual General Meeting (AGM) was sent to shareholders whose email addresses were registered with the Company or Depositories, in compliance with the applicable Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) circulars. The resolutions proposed in the Notice were considered and voted upon at the AGM, where shareholders participated through electronic means (remote e-voting) and physical voting.



1|Scrutinizer Report - Bindal Exports Limited

Office: +91 -261-2330855, 3640498
Email: mdbaid@gmail.com

Office: 102, Kauttilya, F P No. 327,
Khatodara, Surat – 395002, GJ, IN

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Resolution-1: Ordinary Resolution

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.

i. Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	2393350	100.00%

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution-2: Ordinary Resolution

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.

i. Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	344000	100.00%

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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Resolution-5: 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.

i. Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	344000	100.00%

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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Resolution-6: 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 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

i. Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	2393350	100.00%

ii. Voted **against** the resolution:

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A pen drive containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E- Voting and Poll were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

**For M D Baid & Associates
Company Secretaries**


25/09/2025

**CS Mohan Baid
Partner
M. No. ACS 3598 CP No.: 3873
PRN: 942/2020
UIN: P2004GJ015700
UDIN: A003598G001333289**



Ravindrakumar Kanhaiyalal Arya
Digitally signed by
Ravindrakumar
Kanhaiyalal Arya
Date: 2025.09.25
12:29:10 +05'30'

**Counter Signed by
Chairperson**

**Place: Surat
Date: 25/09/2025**