



M.D. BAID & ASSOCIATES
COMPANY SECRETARIES

2005-A, Rathi Palace, Lift No. 5,
Ring Road, Surat-395 002.
Ph. 0261-2330855, 4004855
E-mail : mdbaid@gmail.com

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,

16th (Sixteenth) Annual General Meeting (AGM) of the Equity Shareholders of Bindal Exports Limited held on Saturday, September 30, 2023 at 01:00 P.M at Registered Office of the Company i.e. Block No. 270, Bindal house, Surat-Kadodara Road, Kumbharia, Surat, Gujarat-395010

Dear Sir,

I, Mohan D Baid, Partner of M D Baid & Associates, Practicing Company Secretaries having its office at 2005 – A, Rathi Palace, Ring Road, Surat – 395002, GJ, IN, 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 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 16th Annual General Meeting of the Equity Shareholders of the Company held on Saturday, September 30, 2023 at 01:00 P.M at Registered Office of the Company i.e. Block No. 270, Bindal house, Surat-Kadodara Road, Kumbharia, Surat, Gujarat-395010. I submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 16th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to Chairman on the resolutions.
2. The Notice dated September 08, 2023 of the 16th AGM was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM through electronic mode whose email addresses are registered with the Company / Depositories, in compliance with the MCA General Circular 11/2022 dated 28/12/2022 read with MCA General Circular 14/2020 dated 08/04/2020 and General Circular 3/2022 dated 05/05/2022 (collectively referred to as "MCA Circulars") and SEBI Circular SEBI/HO/CFD/PoD-





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2/P/CIR/2023/4 dated 05/01/2023 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars")

3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
4. In accordance with the Notice of the 16th AGM pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) the remote e-voting commenced at 9:00 AM on September 27, 2023 and closed at 5:00 PM on September 29, 2023.
5. After declaration of voting by the Chairman, the shareholders present at the AGM and who had not voted on remote e-voting, voted through e-voting facility provided by NSDL at the AGM.
6. The Equity Shareholders holding shares as on September 23, 2023, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 16th AGM.
7. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
8. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed.
9. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:





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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, 2023 including the audited Balance Sheet as at 31st March, 2023, 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
18	3121220	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	0.00%

iii. Invalid votes:

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

Resolution-2: Ordinary Resolution

To appoint a director in place of **Mr. Ravindrakumar Kanhaiyalal Arya (DIN: 00033067)**, 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
18	3121220	100.00%

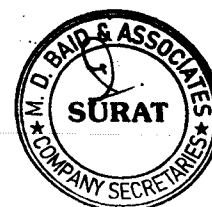
ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

iii. Invalid votes:

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

Company Secretaries





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Resolution-3: Special Resolution

RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 read with the read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and also pursuant to the recommendation of Audit Committee of the company, approval of the members be and is hereby accorded to the transactions proposed to be entered with M/s Jaybharat Filaments Pvt Ltd upto Rs. 10 Crores (Rupees Ten Crores Only) identified as related party by the company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	3121220	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
Nil	Nil

Resolution-4: Special Resolution

RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 read with the read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and also pursuant to the recommendation of Audit Committee of the company, approval of the members be and is hereby accorded to the transactions proposed to be entered with M/s Bindal Silk Mills Pvt Ltd upto Rs. 10 Crores (Rupees Ten Crores Only) identified as related party by the company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	3121220	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	0.00%

iii. Invalid votes:

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



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Resolution-5: Special Resolution

RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 read with the read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and also pursuant to the recommendation of Audit Committee of the company, approval of the members be and is hereby accorded to the transactions proposed to be entered with M/s Bindal Exims Pvt Ltd upto Rs. 10 Crores (Rupees Ten Crores Only) identified as related party by the company.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	3121220	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	0.00%

iii. Invalid votes:

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

10. All electronic data and relevant records of e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 16th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

For M D Baid & Associates
Company Secretaries

02/10/2023

CS Mohan Baid
Partner

M. No. ACS 3598 CP No.: 3873

PRN: 942/2020

UIN: P2004GJ015700

UDIN: A003598E001151360

Place: Surat

Date: 02-10-2023



Counter Signed by
Chairperson

Company Secretaries