

**Date: 23<sup>rd</sup> August, 2025**

To,  
The Corporate Relationship Department  
**BSE Limited**,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001.  
Scrip Code: 500059

Asst. Vice President  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai- 400051  
NSE Symbol: BILVYAPAR

The Secretary  
**The Calcutta Stock Exchange Limited**,  
7, Lyons Range,  
Kolkata- 700001  
Code: 12026

**Sub: Notice of 62<sup>nd</sup> Annual General Meeting to be held on Tuesday, 16<sup>th</sup> September, 2025.**

Dear Sir,

This is to inform you that 62<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held on Tuesday, 16<sup>th</sup> September, 2025 Through Video Conferencing and Other Audio-Visual Means (VC/OAVM) at 11:30 A.M.

The Notice of the AGM for the Financial Year (F.Y.) 2024-25 is enclosed herewith which is being sent to the shareholders of the company on their registered email id and is also made available on the website of the Company viz.: <https://binaniindustries.com/> .

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

**For BIL Vyapar Limited**  
**(Formerly known as Binani Industries Limited)**

**Santwana Todi**  
**Company Secretary Cum Compliance Officer**

**BIL Vyapar Limited**

**(Formerly Known as Binani Industries Limited)**

**CIN: L24117WB1962PLC025584**

**Corporate Office: Mercantile Chambers, 12, J. N. Heredia Marg, Ballard, Estate, Mumbai 400 001, India.**

**Tel: +91 22 4126 3000 1 01 | Email: mumbai@binani.net | www.binaniindustries.com**

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 62<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BIL VYAPAR LIMITED (FORMERLY KNOWN AS BINANI INDUSTRIES LIMITED) WILL BE HELD ON TUESDAY, THE 16<sup>TH</sup> SEPTEMBER 2025 AT 11.30 A.M THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

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### **Ordinary Business:**

- 1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2025 along with notes thereon as on that date and the Reports of Board of Directors and Auditors thereon:**

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

**"RESOLVED THAT**, the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2025 together with the Reports of Board of Directors and Auditors thereon be and hereby considered and adopted."

- 2. To appoint a Director in place of Mr. Rajesh Kumar Bagri (DIN – 00191709), who retires by rotation and being eligible, offers himself for reappointment:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajesh Kumar Bagri (DIN 00191709) who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

- 3. To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.**

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 139, 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) and pursuant to the recommendation of the Board, M/s. V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 67<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2029-2030, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby Authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **Special Business:**

- 4. Appointment of HD & Associates 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on recommendation of Audit Committee of Directors and the Board of Directors, M/s HD & Associates, Practicing Company Secretaries, (Firm registration no. S2018MH634200), be and are hereby appointed as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30 to undertake Secretarial Audit of the Company, on such remuneration plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**5. Approval of Material Related Party Transactions of the Company:**

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions 23(4) of SEBI Listing Regulations, omnibus consent of the Members of the Company be and is hereby accorded for entering into the proposed Related Party Transactions with Triton Trading Company Private Limited, during the course of business during the financial year 2025-2026 and also from the Annual General Meeting of the financial year 2024-25 and up to the Annual General Meeting for the financial year 2025-26, for a period not exceeding fifteen months, in terms of Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024, up to the maximum amounts of Rs. 3.50 Crores;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

**By the Order of the Board of Directors  
For BIL Vyapar Limited  
(Formerly known as Binani Industries Limited)**

**Place: Mumbai  
Date: August 08, 2025**

**Sd/-  
Santwana Todi  
Company Secretary cum Compliance Officer**

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:**

**Item No. 03:**

The incumbent auditor M/s. V. P. Thacker & Co., Chartered Accountants, having Firm Registration No. FRN-118696W were appointed u/s 139 as Statutory Auditors of the Company in the financial year 2019-20 to hold office from the conclusion of the 57<sup>th</sup> Annual General Meeting till the conclusion of the 62<sup>nd</sup> Annual General Meeting to be held in the financial year 2024-25.

In view of the same, the Company needs to re-appoint them as the Statutory Auditors of the Company in the ensuing Annual General Meeting of the Company for the period of 5 years i.e. from the conclusion of 62<sup>nd</sup> Annual General Meeting till the conclusion of the 67<sup>th</sup> Annual General Meeting of the Company.

Further, the Company has received consent and eligibility certificate from M/s V. P. Thacker & Co, Chartered Accountants, having Firm Registration No. FRN-118696W, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Members are requested to consider the re-appointment of M/s V. P. Thacker & Co, Chartered Accountants, for the office of the Statutory Auditors of the Company to hold the office from the conclusion of the 62<sup>nd</sup> Annual General Meeting till the conclusion of the 67<sup>th</sup> Annual General Meeting.

No Director and Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out in Item No. 03 of the Notice for the approval of the members by way of Ordinary Resolution.

Annexure I

**PARTICULAR OF STATUTORY AUDITOR**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Disclosure</b>
1	Reason for Appointment	The First term of office of M/s V. P. Thacker & Co., Chartered Accountants, Statutory Auditors of the Company, will expire on the conclusion of the ensuing 62 <sup>nd</sup> Annual General Meeting of the Company. The Board of Directors of the Company at its meeting held on August 08, 2025 have approved and recommended the appointment of M/s V. P. Thacker & Co., Chartered Accountants, as the statutory Auditors of the Company for the Second term of 5 (Five) consecutive years.
2	Date & term of appointment	Subject to the approval of the Shareholders, the Second term of M/s V. P. Thacker & Co., Chartered Accountants, as the statutory Auditors of the Company, for a period of five consecutive years shall commence from the conclusion of the ensuing 62 <sup>nd</sup> Annual General Meeting of the Company till the conclusion of the 67 <sup>th</sup> Annual General Meeting of the Company
3	Brief profile (in case of appointment)	V. P. Thacker & Co., established in 1999, is a multi-disciplinary firm offering audit, tax, risk, and advisory services. With 8 partners and offices in Mumbai, Delhi, and Bengaluru, the firm serves listed/unlisted companies, international subsidiaries, and diverse sectors. It has expertise across various GAAPs including Ind AS, IFRS, US and UK GAAP. The firm follows a global audit methodology and is experienced in cross-border assignments.
4	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

**Item No. 04:**

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Audit firm for up to two terms of five consecutive years, subject to Members approval at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee of Directors, the Board of Directors, at its meeting on 29<sup>th</sup> May, 2025, approved the appointment of M/s. HD and Associates, Practicing Company Secretaries (Firm Registration No. S2018MH634200), as the Company's Secretarial Auditor for five years commencing from FY2025-26, subject to Members' approval, after taking into account the eligibility of the firm's qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Company has received a consent letter from HD and Associates, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

HD and Associates hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, HD and Associates confirms that they hold a valid peer review certificate issued by ICSI and it fulfils all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

HD and Associates is a leading firm of practicing Company Secretaries with over 7 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations.

The Board of Directors has approved remuneration of 4 Lakhs plus applicable taxes and out of pocket expenses for FY 2026 and for subsequent years of the term, such fee as determined by the Board on recommendation of Audit Committee of Directors in consultation with HD and Associates. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which HD and Associates will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 04 of the accompanying Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 04 of this Notice for approval of the Members of the Company as a Ordinary Resolution.

**Item No. 05:**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), has also prescribed seeking of shareholders’ approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm’s length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm’s length. Pursuant to the provisions of Listing Regulations, the following transactions are material in nature and require the approval of the unrelated shareholders of the Company by a special resolution. The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company’s Related Party Transaction Policy are furnished hereunder:

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”) and Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (“RPT Industry Standards”) in terms of SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, are set forth below:

**Transaction with Triton Trading Company Private Limited:**

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party</b> Triton Trading Company Private Limited</p> <p><b>Relationship</b> Promoter group company of BIL Vyapar Limited</p>
2	Name of Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Not Applicable
3	Nature or Type of Transaction	Providing Interest free Loan for day-to-day expenses

Sr. No.	Particulars	Details
4	Tenure, material terms and particulars of proposed transaction	<b>Tenure:</b> from April 1, 2025 to March 31, 2026 and from the Annual General Meeting of the financial year 2024-25 to the Annual General Meeting of the financial year 2025-26, for a period not exceeding fifteen months.  The related party transactions are at arm's length on repetitive basis and in the ordinary course of business.
5	Value of the transaction	Rs. 3.50 Crore
6	The indicative base price / current contracted price and the formula for variation in the price if any;	Not Applicable. Proposed transactions are borrowing for the day-to-day expenses.
7	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Approximately 14113% of the annual turnover of the FY 2024-25.
8	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
9	Justification as to why the RPT is in the interest of the listed entity	All the proposed transactions between BIL Vyapar Limited and Triton Trading Company Private Limited shall be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. The proposed transactions are subject to appropriate internal controls, approval processes, including review and oversight by the Audit Committee, ensuring compliance with regulatory requirements and safeguarding the interests of the entities.
10	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
11	Any other information that may be relevant	All information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 04 of the accompanying Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 05 of this Notice for approval of the Members of the Company as a Special Resolution.

**Item No. 02**

**Details of Directors Seeking Re-Appointment in the forthcoming Annual General Meeting**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

**A brief profile of Directors proposed to be appointed / re – appointed**

Name of the Director	Mr. Rajesh Kumar Bagri
DIN	00191709
Age	66 Years
Date of Birth	16.04.1958
Qualifications	B.Com (Honours)
Experience in Specific Functional Areas	Operational Expertise & information Technology
Date of first appointment on the Board	26/04/2018
Shareholding in the Company	Nil
Relationship with other Directors or with KMP	NA
Number of meetings attended during 2024-25	5
Terms and Conditions for appointment	NA
Remuneration proposed to be paid	Sitting Fees
Last drawn remuneration	NA
Other Directorships (Excluding foreign companies)	02 1. Diwakar Infrastructure Private Limited 2. Everest Goods Private Limited
Membership / Chairmanship of Committees of other Boards of other companies	NA

**Notes:**

- In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Tuesday, 16<sup>th</sup> September 2025 at 11.30 A.M (IST).
- 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 MCA Circulars 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 Annual General Meeting. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited).
- The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
- The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at <https://www.binaniindustries.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and National Stock Exchange of India Limited at <https://www.nseindia.com/>. The Notice of Annual General Meeting is also disseminated on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (agency for providing the Remote e-Voting facility and e-voting system during the Annual General Meeting) i.e. <https://instavote.linkintime.co.in/>
6. The Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular").
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. Shareholders holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
11. Shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 09<sup>th</sup> September, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
12. A person who has acquired the shares and has become a shareholder of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. August 08, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
13. The remote e-voting will commence on **13th September, 2025** at 09:00 A.M. and will end on **15th September, 2025** at 05:00 P.M. During this period, the shareholders of the Company holding shares either in physical form or in demat form as on the Cut-off date. i.e. 09th September, 2025 may cast their vote electronically. The shareholders will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) thereafter.
14. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.
15. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. **09th September, 2025**.
16. The Register of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Tuesday, 09<sup>th</sup> September, 2025 to Tuesday, 16<sup>th</sup> September, 2025, both days inclusive.
17. The Company has appointed HD And Associates, Practicing Company Secretary (Membership No. ACS: 47700; CP No: 21073), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
18. Members seeking any information about any matter to be placed at the Annual General Meeting are requested to write to the Company on or before Wednesday, 06<sup>th</sup> September, 2025, through e-mail on [secretarial@binani.net](mailto:secretarial@binani.net). The same will be replied by the Company suitably.
19. Members attending the Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Pursuant to Section 113 of the Act, institutional/ corporate members are requested to send a duly certified copy of the board resolution authorizing

their representative to attend and vote at the AGM before e-voting or attending the AGM to [secretarial@binani.net](mailto:secretarial@binani.net) .

21. The instructions for Members for remote e-voting are as under:

**Remote E-Voting Instructions For Shareholders**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.*

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

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".

Enter User ID and Password. Click on "Login"

After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Proceed with updating the required fields.

Post successful registration, user will be provided with Login ID and password.

After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

Visit URL: <https://www.evoting.nsd.com>

- a) Click on the "Login" tab available under 'Shareholder/Member' section.
- b) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- b) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).

- a) Click on New System Myeasi Tab
- b) Login with existing my easi username and password
- c) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- d) Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

- a) Proceed with updating the required fields.
- b) Post registration, user will be provided username and password.
- c) After successful login, user able to see e-voting menu.
- d) Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

Visit URL: <https://www.cdslindia.com>

Go to e-voting tab.

Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

After successful authentication, click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG Intime/ Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /**

**Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a). Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ◆ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- ◆ Enter Image Verification (CAPTCHA) Code

- ◆ Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

- d) Cast your vote electronically:
- A. After successful login, you will be able to see the "Notification for e-voting".
  - B. Select 'View' icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
  - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

Visit URL: <https://instavote.linkintime.co.in>

Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

Fill up your entity details and submit the form.

A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

Click on "**Investor Mapping**" tab under the Menu Section

Map the Investor with the following details:

- A. 'Investor ID' –
  - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
  - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.  
*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

**STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

**METHOD 1 - VOTES ENTRY**

Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

Click on "**Votes Entry**" tab under the Menu section.

Enter the “**Event No.**” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- a) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- b) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- c) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**OR**

#### **METHOD 2 - VOTES UPLOAD**

Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

After successful login, you will be able to see the “Notification for e-voting”.

- a) Select “**View**” icon for “**Company’s Name / Event number**”.
- b) E-voting page will appear.
- c) Download sample vote file from “**Download Sample Vote File**” tab.
- d) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- e) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

##### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding**

##### **securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

##### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>1 Login type</b>	<b>2 Helpdesk details</b>
3 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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
4 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 22 55 33

**Forgot Password:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID:**

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ◆ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ◆ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ◆ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**22. Instructions for shareholders attending the agm through vc/oavm & e-voting during meeting are as under:**

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 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 (company email id). These queries will be replied to by the company suitably by email.
- VIII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- IX. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- X. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Contact Details:**

Company	:	BIL Vyapar Limited (Formerly known as Binani Industries Limited) Registered Office: 37/2, Chinar Park, New Town, Rajarhat Main Road P.O. Hatiara, Kolkata- 700157, West Bengal, India.
Registrar And Share Transfer Agent	:	MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt. Ltd) C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 Tel: 022 - 49186270 Website: <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a>
E-Voting Agency	:	MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt. Ltd)
E-mail	:	<a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a>

**By the Order of the Board of Directors  
For BIL Vyapar Limited  
(Formerly known as Binani Industries Limited)**

**Sd/-  
Santwana Todi  
Company Secretary cum Compliance Officer**

**Place: Mumbai  
Date: August 08, 2025**