

# HARI GOVIND INTERNATIONAL LIMITED

REGISTERED OFFICE : 125, Wardhman nagar , Near Radha Krishna Mandir , Nagpur-08 .

EMAIL: [hgil.ngp@gmail.com](mailto:hgil.ngp@gmail.com) WEBSITE: [www.hgil.in](http://www.hgil.in)

PH : 09373126605 CIN: L99999MH1989PLC05052

## POSTAL BALLOT NOTICE

### [Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with the Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **Hari Govind International Limited** (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, had advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice (“**Notice**”).

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means (“**remote e-voting**”) only. For this purpose, the Company has availed the services of National Securities Depository Limited (“**NSDL**”) to provide remote e-voting facility to the Members of the Company.

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The Board of Directors of the Company has appointed **M/s. Pooja Gala and Associates**, Practicing Company Secretary, having Membership No. ACS 69393 and COP No. 25845 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner and she has communicated her willingness to be appointed as a Scrutinizer.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The Results of Postal Ballot will be announced within two (2) working days from the close of voting period and also be hosted on website of the Company ([www.hgil.in](http://www.hgil.in)) and on the website of NSDL (<https://www.evoting.nsdl.com/>). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote **e-voting i.e. June 13, 2025** in terms of the Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION WITH AMENDED OBJECT CLAUSE**

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

**“RESOLVED THAT** pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (MOA) of the Company, with amended object clause as under:

**“RESOLVED THAT** object clause III of the Memorandum of Association of the Company be altered by inserting the following clause

III. The objects for which the Company is established are: -

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

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1. To carry on the business as manufacturers, makers, processors, buyers, sellers, distributors, importers and exporters of all kinds of readymade garments and textiles, baby food, health drinks, beverages, toys, toiletries, hygiene products of all kinds across the globe, either offline or online or through any website or app.
  2. By replacing the existing **Clause 3B** as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 A” and Deleting the OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS [Clause 3(B)] and Other Objects [Clause 3(C)]
- (B) Matters which are necessary for the furtherance of the Objects specified in Clause 3 (A) are:
1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the company may deem necessary or convenient for the purpose of its main business.
  2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession oi co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company
  3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company
  4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company
  5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labor lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company
  6. To undertake or promote scientific research relating to the main business or class of business of the Company
  7. To acquire and takeover the whole or any part of the business, goodwill, trade ‘marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
  8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any the main objects of the company or for the

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purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

9. Subject to Sections 230 to 232 of the Act, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation
10. subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes knowhow and other information, designs, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or nonexclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.

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16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
17. Subject to section 73 and 179, 180, 185 & 186 of the Act and the Regulations made thereunder and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the company thinks fit and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties, or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase redeem or pay off any such securities.
18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
19. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
20. To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
21. Subject to the Provisions of Companies Act 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
22. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Section 52 of the Companies Act, 2013.
23. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
24. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.

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25. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
26. Subject to the provisions of Section 179,180,181,182 & 183 of the Companies Act, 2013 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
27. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the provision of section 188 of the act.
30. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
31. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.

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32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
33. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
34. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world

**“RESOLVED THAT** pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions and regulations; New Memorandum of Association duly initialled by the chairman for the purpose of identification, be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution of and to the exclusion of the existing Memorandum of Association of the Company.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the company; be further altered to realign with the provisions of The Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

### **ITEM NO. 2: INCREASE IN THE AUTHORISED EQUITY SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, Section 61, Section 64 and all other applicable provisions, if any, under the Companies Act, 2013 read with applicable rules notified thereunder (“Act”) (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of the Memorandum of Association and Articles of Association of Hari Govind International Ltd (“the Company”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable

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laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from ₹ 5,25,00,000 (Indian Rupees Five Crores Twenty-Five Lakhs) divided into 52,50,000 (Fifty-Two Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each to ₹ 10,25,00,000 (Indian Rupees Ten Crore Twenty-Five Lakhs) divided into 1,02,50,000 ( One Crore Two Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each, by creation and addition of additional 50,00,000 (Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each in the existing authorized equity share capital of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause V as under:

V. The Authorized Share Capital of the Company is ₹ 10,25,00,000 /- (Indian Rupees Ten Crore Twenty-Five Lakhs) divided into 1,02,50,000 (One Crore Two Lakhs Fifty Thousand) equity shares of ₹ 10/- (Indian Rupees Ten only) with power to increase and decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the Article of Association of the company for the time being in and to modify or abrogate any such right, privilege or condition in such a manner as may be permitted by the Companies Act or as provided by the Article of Association of the Company for the time being in force and with such modification from time to time.

**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized to sign and submit required e-forms with the Registrar of Companies, Ministry of Company Affairs, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 3: TO CONSIDER APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSED PROMOTERS/ PROMOTER GROUP AND NON- PROMOTER/ PUBLIC CATEGORY INVESTOR FOR CONSIDERATION ON CASH:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the

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Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange i.e. BSE Limited where the equity shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**Listing Regulations**”), Reserve Bank of India (“**RBI**”), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis to extent of **37,75,000 (Thirty-Seven Lakh Seventy-Five Thousand)** equity shares of face value of ₹ 10/- (Indian Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 10/- (Rupees Ten only) per equity share, aggregating up to **₹ 3,77,50,000 (Indian Rupees Three Crores Seventy-Seven Lakhs Fifty Thousand Only)**, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations with the terms as set out herein, and in the Explanatory Statement to this Notice of Postal Ballot, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, to the below mentioned Proposed Allottees from the ‘**Proposed Promoters/ Promoter group**’ and ‘**Non-Promoters**’ as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Shares proposed to be issued
1	Shaju Thomas	Proposed Promoter	10,00,000
2	Linta P Jose	Proposed Promoter	5,00,000
3	Kavicharla Kasi Ratnam	Non-Promoter	3,00,000
4	Kavicherla A S V Ramana	Non-Promoter	2,50,000
5	Savir Power and Automation Private Limited	Non-Promoter	5,00,000
6	Ritu Atul Chauhan	Non-Promoter	20,000
7	Kalpna Devi Jain	Non-Promoter	1,00,000
8	Ajit Kumar	Non-Promoter	30,000
9	Daizam Aggarwal	Non-Promoter	5,00,000
10	Mimex India Private Limited	Non-Promoter	2,50,000
11	Sameep Satish Uchil	Non-Promoter	1,37,500
12	Rachana Sameer Parekh	Non-Promoter	1,12,500
13	Santosh J Pande	Non-Promoter	32,500
14	Shiva Avdshetratan Dubey	Non-Promoter	42,500
	<b>Total</b>		<b>37,75,000</b>

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**“RESOLVED FURTHER THAT** in terms of the provisions of SEBI ICDR Regulations, the **“Relevant Date”**, for determining the minimum price of the equity shares being allotted to the promoters and non-promoters on a preferential basis, is **May 14, 2025**, being the date Thirty (30) days prior to the date of passing of the resolution being the last date of remote e-voting i.e. June 13, 2025”

**“RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The pre-preferential shareholding of the proposed allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- b) The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- c) Allotment of Shares shall only be made in dematerialized form; and
- d) Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations”.

**“RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on the BSE Limited where the equity shares of the Company are currently listed”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations”.

**“RESOLVED FURTHER THAT** pursuant to the provision of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a Private Placement Offer Letter in Form **PAS-4** together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initiated by the Chairman for the purpose of identification and consent of the members is hereby accorded to the issuance of the same to the Subscribers to the Equity shares”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including

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sub delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

### **ITEM NO. 4: TO REGULARIZE APPOINTMENT OF MR. REVEESH MOOLAMKUZHIYIL VARGHESE (DIN: 07671512) AS AN INDEPENDENT DIRECTOR OF COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), on the recommendation of the Nomination & Remuneration Committee and Board of Directors for appointment of Mr. Reveesh Moolamkuzhiyil Varghese (**DIN: 07671512**) who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 14, May 2025, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 14, May, 2025”.

“**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company,

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inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

### **ITEM NO. 5: TO REGULARIZE APPOINTMENT OF MR. RISHIN RASHEED (DIN: 09801238) AS AN INDEPENDENT DIRECTOR OF COMPANY.**

**To consider and, if thought fit, to pass with or without modification, if any, the following resolution as Special Resolution: -**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), on the recommendation of the Nomination & Remuneration Committee and Board of Directors for appointment of Mr. Rishin Rasheed (**DIN: 09801238**) who was appointed as an Additional Independent Director of the Company by the Board of Directors effective from 14 May, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 14, May 2025.”

“**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

### **ITEM NO. 6: TO REGULARIZE APPOINTMENT OF MR. ANEESH KUMAR K KUNIYIL (DIN: 11093470) AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

**To consider and, if thought fit, to pass with or without modification, if any, the following resolution as Special Resolution: -**

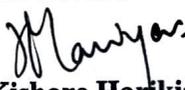
“**RESOLVED THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors, approval of Board of Directors and pursuant to the provisions of Sections 196, 197 and 203 of the Act, read with Schedule V to the Companies Act, 2013 (the “**Act**”) and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Aneesh Kumar K Kuniyil (**DIN: 11093470**) as a Whole-

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Time Director of the Company for a period of 5 Consecutive years, with effect from 14, May 2025 to 13 May, 2030 on the terms and conditions including remuneration as set out in the statement annexed to the notice of this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)".

**"RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution."

<p>Place: Nagpur Date: May 14, 2025</p>	<p style="text-align: center;"></p> <p style="text-align: right;"><b>By Order of the Board</b> <b>For Hari Govind International Ltd</b>  Sd/- <b>Jugal Kishore Harikishan Maniyar</b> <b>Whole-Time-Director</b> <b>DIN: 00094237</b></p>
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**Registered Office:**

125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur- 440008.

**NOTES:**

1. Explanatory Statement pursuant to Sections 102 and 110 of The Companies Act, 2013 (the "Act") read with Rule 22 of The Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **May 09, 2025** (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Satellite Corporate Services Pvt Ltd ("RTA").
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at ([www.hgil.in](http://www.hgil.in)). The Notice can also be accessed from the website of the

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Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., <https://www.evoting.nsdl.com/>.

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **May 09, 2025**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address to RTA [info@satellitecorporate.com](mailto:info@satellitecorporate.com). or the Company at [hgil.ngp@gmail.com](mailto:hgil.ngp@gmail.com).
6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [www.hgil.in](http://www.hgil.in).

## 7. Procedure for Remote E-Voting

The remote e-voting period begins on **Thursday, May 15, 2025** at 09:00 a.m. and ends on **Friday, June 13, 2025** at 05:00 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 cut-off date i.e. **Friday, May 09, 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 **Friday, May 09, 2025**.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**The remote e-voting period begins on Thursday, May 15, 2025 at 9:00 A.M. and ends on Friday, June 13, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

### 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:*

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## 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>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.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>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. 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</li></ol>

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	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<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><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting</li></ol>

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	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 & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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

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## **B) Login Method 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.

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- 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. 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.com](mailto:evoting@nsdl.com) 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.
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.

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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 [cspooljagala@gmail.com](mailto:cspooljagala@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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 [hgil.ngp@gmail.com](mailto:hgil.ngp@gmail.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 [hgil.ngp@gmail.com](mailto:hgil.ngp@gmail.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.com](mailto:evoting@nsdl.com) 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.

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PH : 09373126605 CIN: L99999MH1989PLC05052

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 of The Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 1 to 6 of the accompanying notice:

### ITEM NO. 1: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION WITH AMENDED OBJECT CLAUSE

The Board of Directors in its meeting held on Wednesday, May 14, 2025 discussed the need of changing its main object of the Company. The management proposes that the new business activities will enhance the valuation of the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large.

It is brought to the attention of the Shareholders that as per main object of the Memorandum of Association of the Company, the Company is authorized and proposes to carry on the business of as manufacturers, makers, processors, buyers, sellers, distributors, importers and exporters of all kinds of readymade garments textiles of all kinds across the globe, either offline or online or through any website or app and other incidental objects more specifically stated in the Memorandum of Association of the Company, copy of which is available on the website of the Company [www.hgil.in](http://www.hgil.in).

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause 3A of the MOA of the Company and inserting new Clause 3B as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3A AND DELETING OTHER OBJECTS CLAUSE 3C as requires the approval of the members by means of a Special Resolution through Postal Ballot.

The existing Memorandum of Association ("MOA") was adopted by the Company at the time of its incorporation and is based on the provisions of the erstwhile Companies Act, 1956. To cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 (the "Act"), the structure/format of the MOA has undergone change, which requires alteration of several clauses of existing MOA of the Company. Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities.

Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on Wednesday, May 14, 2025, recommended for approval of the Members for adoption of altered MOA in substitution of existing MOA with amendment in existing Clauses III of the MOA of the Company, so as to make it consistent and align it with the provisions of the Act and also enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations.

Hence, it is proposed for adoption of altered MOA in substitution of existing MOA with

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amendment to the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No.1 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the businesses of the Company as and when they deem fit.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution

### **ITEM NO. 2: INCREASE IN THE AUTHORISED EQUITY SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

The proposed allottees are taking over the management & control of the Company, wherein after completion of open offer they will be categorized as promoters of the Company. The proposed promoters require funds for their business ventures, i.e. baby care products, etc. Hence for further expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity. It is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The present authorized equity share capital of the Company is ₹ 5,25,00,000 (Indian Rupees Five Crores Twenty-Five Lakhs) divided into 52,50,000 (Fifty-Two Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each.

The Company is proposing to issue further equity shares; Accordingly, it is proposed to increase the authorized equity share capital of the Company from ₹ 5,25,00,000 (Indian Rupees Five Crores Twenty-Five Lakhs) divided into 52,50,000 (Fifty-Two Lakhs Fifty Thousand) to ₹ 10,25,00,000 (Indian Rupees Ten Crore Twenty-Five Lakhs) divided into 1,02,50,000 (One Crore Two Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each, by creation and addition of additional 50,00,000 (Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each.

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Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

The resolution is therefore proposed at Item No. 2 of the Notice to increase the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommend passing of the resolution at item no. 2 of the accompanying notice for the approval of the Members of the Company.

## **ITEM NO. 3 TO CONSIDER APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSE PROMOTERS/ PROMOTER GROUP AND NON- PROMOTER/ PUBLIC CATEGORY INVESTOR FOR CONSIDERATION ON CASH:**

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares (“Equity Shares”) to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

**The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:**

1. The allotment of the equity shares is subject to the proposed allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

### **(i) Particulars of the Preferential Issue including date of passing of Board Resolution**

Based on the recommendation of the Audit Committee vide their resolutions dated May 14, 2025, the Board of Directors of the Company at meeting held on May 14, 2025 has approved the issue up to 37,75,000 (Thirty-seven Lakh Seventy-Five Thousand) number of Equity Shares of the Company having face value of ₹ 10/- each, at a price of ₹ 10/- (Rupees Ten Only) per Equity

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Share, aggregating to ₹ 3,77,50,000 (Rupees Three Crore Seventy-Seven Lakhs Fifty Thousand Only) on a preferential allotment basis to proposed investors to person who propose to become promoters / Promoter Group and to certain identified persons who are the non-Promoters of the Company (referred to as “the Investors”) by way of on a preferential basis,

(ii) **The object / purpose of the preferential issue:**

The proceeds from the Preferential Issue shall be utilized for the expansion of our retail footprint by opening new stores across Andhra Pradesh, Telangana, Karnataka, Tamil Nadu, and Kerala, as well as for meeting the working capital requirements of the Company. However, the deployment of these funds shall commence only upon completion of the Open Offer process. In the interim, the funds shall be parked in fixed deposits with a scheduled commercial bank or utilized for Loans and Advances, in accordance with applicable regulatory guidelines.

Utilization of Gross Proceeds along with Timeline:

Sr. No	Particulars	Total estimated amount to be utilized (Rs.)	Timelines for Utilization of Funds
1	Civil Work for New Stores	6,000,000	within 12 months on completion of the Open Offer Process
2	Interior Work for New Stores	9,450,000	
3	Office Equipment	2,400,000	
4	Rent Deposit	4,800,000	
5	Working Capital	15,100,000	
	<b>TOTAL</b>	<b>37,750,000</b>	

**Since the funds raised are less than Rs.100 Crores, there is no need to appoint a Monitoring Agency for monitoring the utilization of funds**

(iii) **Maximum number of specified securities to be issued:**

It is proposed to offer, allot and issue up to 37,75,000 (Thirty-Seven Lakh Seventy-Five Thousand) number of fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 10/- (Rupees Ten Only) per Equity as per the table specified below:

Sr. No	Name of Proposed Allottees	Maximum Number of equity shares proposed to be allotted
	<b>Proposed Promoters/ Promoter group</b>	
1	Shaju Thomas	10,00,000
2	Lintu P Jose	5,00,000
	<b>Non-Promoters</b>	
3	Kavicharla Kasi Ratnam	3,00,000
4	Kavicherla A S V Ramana	2,50,000
5	Savir Power and Automation Private Limited	5,00,000
6	Ritu Atul Chauhan	20,000
7	Kalpana Devi Jain	1,00,000

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Sr. No	Name of Proposed Allottees	Maximum Number of equity shares proposed to be allotted
8	Ajit Kumar	30,000
9	Daizam Aggarwal	5,00,000
10	Mimex India Private Limited	2,50,000
11	Sameep Satish Uchil	1,37,500
12	Rachana Sameer Parekh	1,12,500
13	Santosh J Pande	32,500
14	Shiva Avdheshratan Dubey	42,500
	<b>Total</b>	<b>37,75,000</b>

(iv) **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:**

None of the existing Promoters, Directors, Key Managerial Personnel or senior management personnel intend to subscribe the offer, Except Mr. Shaju Thomas and Ms. Linta P Jose, who intend to subscribe to this Issue and be classified as a promoter of the Company.

(v) **Pricing of the Issue:**

The issue of equity shares will be at ₹ 10/- per Equity Share.

(vi) **Basis on which the price has been arrived at along with report of the registered valuer:**

Since the equity shares of the Company are listed on BSE Limited and are infrequently traded at BSE Limited the price has been determined in accordance with Regulation 165 of the SEBI ICDR Regulations. As per the said Regulation, if the shares are infrequently traded, the minimum issue price is to be determined by an independent IBBI Registered Valuer taking into account including book value, comparable trading multiple and such other parameters and a report from independent registered valuer has been obtained in terms of Regulation 165 of SEBI ICDR Regulations, 2018.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

A Certificate has been taken from Independent Registered Valuer Mr. Suman Kumar Verma (Registration No. BBI/RV/05/2019/12376) confirming the minimum price for the preferential issue as per Regulation 165 of SEBI ICDR Regulations and the same shall be made available and published on the websites of the company i.e. [www.hgil.in](http://www.hgil.in). The fair value per share recommended by valuer is Rs. 10/- per share as per the valuation report dated May 14,2025.

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Further Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

In Compliance with Regulation 166A (1) of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto, a Certificate has been taken from an Independent Registered Valuer, Mr. Suman Kumar Verma (Registration No. BBI/RV/05/2019/12376) and he has recommended the fair value of equity shares of the company, as ₹10/- per share. The said valuation report shall be made available and published on the websites of the company, i.e., [www.hgil.in](http://www.hgil.in).

In terms of Regulation 166A(2) of the SEBI ICDR Regulations preferential issue, which may result in a change in control of the issuer, shall only be made pursuant to a reasoned recommendation from a committee of independent directors of the issuer after considering all the aspects relating to the preferential issue including pricing, accordingly, the committee of independent directors of the Company in their meeting dated May 14, 2025 has recommended to issue the equity shares to the Proposed Allottees. A copy of independent director's recommendation is uploaded on the website of the Company at [www.hgil.in](http://www.hgil.in).

Therefore, in terms of Regulation 165 read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking in to consideration fair value per share as recommended by the valuers, the Issue Price for issue and allotment of equity shares has been fixed as ₹ 10/- per equity shares.

\*Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to recompute the price and hence the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

(vii) **Voting pattern of the Committee of Independent Directors meeting:**

S. No.	Name of Director	Designation	Chairman / Member	Vote
1	Aruna Mahesh Menkudale	Independent Director	Chairman	For
2	Reveesh Moolamkuzhiyil Varghese	Independent Director	Member	For
3	Rishin Rasheed	Independent Director	Member	For

The company has 3 (Three) independent directors and all the independent directors have attended the meeting scheduled on May 14, 2025.

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(viii) **Relevant Date:**

The “**Relevant Date**” in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is May 14, 2025 (“**Relevant Date**”) being the date which is 30 days prior to the date of closure of postal ballot/ remote e-voting i.e. June 13, 2025.

(ix) **The class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Proposed Allottees as specified in serial number x below belonging to the Proposed Promoters/ Promoter group Category and Proposed Non-Promoters.

(x) **The shareholding pattern of the issuer before and after the preferential issue:**

Sr. No	Category	Pre-Issue*		Preferential Offer	Post Issue# assuming full subscription of equity shares on Preferential issue		Post shareholding assuming completion of SPA through open offer	
		Number of shares	% of shareholding		Number of Equity shares	% of shareholding	Number of shares	% of shareholding
<b>A</b>	<b>Promoters and Promoters Group Holding</b>							
	A1) Indian							
	Individuals/Hindu undivided Family							
	Jugal Kishore Maniyar HUF	18,75,000	37.50	NIL	18,75,000	21.37	7,50,000	8.55
	Sunita Maniyar	18,75,000	37.50	NIL	18,75,000	21.37	NIL	NIL
	Shaju Thomas	NIL	N.A.	10,00,000	10,00,000	11.40	35,00,000	39.89
	Linta P Jose	NIL	N.A.	5,00,000	5,00,000	5.70	10,00,000	11.40
	<b>Any Other (specify)</b>	0	0	0	0	0	0	0
	<b>TOTAL (A)</b>	<b>37,50,000</b>	<b>75.00</b>	<b>15,00,000</b>	<b>52,50,000</b>	<b>59.83</b>	<b>52,50,000</b>	<b>59.83</b>
<b>B</b>	<b>Non-Promoters Shareholding</b>							
	B1) Institutions	0	0	0	0	0	0	0
	B2) Institutions (Domestic)	0	0	0	0	0	0	0
	Banks	0	0	0	0	0	0	0
	NBFCs registered with RBI	0	0	0	0	0	0	0
	Other financial Institution	0	0	0	0	0	0	0

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Sr. No	Category	Pre-Issue*		Preferential Offer	Post Issue# assuming full subscription of equity shares on Preferential issue		\$Post shareholding assuming completion of SPA through open offer	
		Number of shares	% of shareholding		Number of shares	% of shareholding	Number of shares	% of shareholding
	B3) Institutions (Foreign)	0	0	0	0	0	0	0
	B4) Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0
	B5) Non-Institutions	0	0	0	0	0	0	0
	Investor Education and Protection Fund (IEPF)	0	0	0	0	0	0	0
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	83,200	1.66	20,000	1,03,200	1.18	1,03,200	1.18
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	9,77,200	19.54	15,05,000	24,82,200	28.29	24,82,200	28.29
	Non- Resident NRI							
	Body corporate	0	0	7,50,000	7,50,000	8.55	7,50,000	8.55
	Others	1,89,600	3.79	0	1,89,600	2.16	1,89,600	2.16
	<b>TOTAL (B)</b>	<b>12,50,000</b>	<b>25.00</b>	<b>22,75,000</b>	<b>35,25,000</b>	<b>40.17</b>	<b>35,25,000</b>	<b>40.17</b>
	<b>TOTAL (A+B)</b>	<b>50,00,000</b>	<b>100.00</b>	<b>37,75,000</b>	<b>87,75,000</b>	<b>100.00</b>	<b>87,75,000</b>	<b>100.00</b>

## Note:

- a. \* Pre issue shareholding is as on 31<sup>st</sup> March 2025.
- b. The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s):
  - i) # The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.
  - ii) \$ Assuming completion of acquisition of 30,00,000 (Thirty Lakhs) equity shares of the Company by the acquirer (which includes Proposed Allottees) in accordance with the share purchase agreement dated May 14, 2025 and
  - iii) \$Proposed Promoters will give Open Offer under SEBI Takeover Regulations, since same is subject to participation of public shareholders and hence it cannot

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be determined as on the date of this disclosure regarding acquisition of Shares under Open Offer by the proposed Promoters.

(xi) **Proposed time within which allotment shall be completed:**

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

(xii) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:**

Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

Sr. No.	Name of the Proposed Allottee	Category	No. of equity Shares	Identity of the ultimate Beneficial Owners
1	Shaju Thomas	Proposed Promoter	10,00,000	Not Applicable
2	Linta P Jose	Proposed Promoter	5,00,000	Not Applicable
3	Kavicharla Kasi Ratnam	Non-Promoter	3,00,000	Not Applicable
4	Kavicherla A S V Ramana	Non-Promoter	2,50,000	Not Applicable
5	Savir Power and Automation Private Limited	Non-Promoter	5,00,000	1) Sachin Shetty 2) Leena Sachin Shetty
6	Ritu Atul Chauhan	Non-Promoter	20,000	Not Applicable
7	Kalpna Devi Jain	Non-Promoter	1,00,000	Not Applicable
8	Ajit Kumar	Non-Promoter	30,000	Not Applicable
9	Daizam Aggarwal	Non-Promoter	5,00,000	Not Applicable
10	Mimex India Private Limited	Non-Promoter	2,50,000	1) Saritadevi Maheshwari 2) Madhu Maheshwari
11	Sameep Satish Uchil	Non-Promoter	1,37,500	Not Applicable
12	Rachana Sameer Parekh	Non-Promoter	1,12,500	Not Applicable
13	Santosh J Pande	Non-Promoter	32,500	Not Applicable
14	Shiva Avdheshratan Dubey	Non-Promoter	42,500	Not Applicable
	<b>Total</b>		<b>37,75,000</b>	

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**(xiii) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	*No. & % of Equity Shares held prior to the Preferential Allotment		No. of Equity Shares to be issued and allotted		#No. & % of Post issue Equity and voting share capital (Assuming full allotment of Equity Shares)		SPA shares		No. & % of Post issue Equity and voting share capital \$[Assuming completion of acquisition of 30,00,000 equity shares in accordance with the share purchase agreement (“SPA”)]	
			No. of equity shares	%age	No. of equity shares	No. of shares	%age	No. of equity shares	No. of shares	%age	No. of shares	%age
	<b>Promoters/ Promoter group</b>											
1	Shaju Thomas	Not Applicable	NIL	N.A	10,00,000	10,00,000	11.40	25,00,000	35,00,000		39.89	
2	Linta P Jose	Not Applicable	NIL	N.A	5,00,000	5,00,000	5.70	5,00,000	10,00,000		11.40	
	<b>Non Promoters</b>											
3	Kavicharla Kasi Ratnam	Not Applicable	NIL	N.A	3,00,000	3,00,000	3.42	NIL	3,00,000		3.42	
4	Kavicherla A S V Ramana	Not Applicable	NIL	N.A	2,50,000	2,50,000	2.85	NIL	2,50,000		2.85	
5	Savir Power and Automation Private Limited	1) Sachin Shetty 2) Leena Sachin Shetty	NIL	N.A	5,00,000	5,00,000	5.70	NIL	5,00,000		5.70	
6	Ritu Atul Chauhan	Not Applicable	NIL	N.A	20,000	20,000	0.23	NIL	20,000		0.23	
7	Kalpna Devi Jain	Not Applicable	NIL	N.A	1,00,000	1,00,000	1.14	NIL	1,00,000		1.14	
8	Ajit Kumar	Not Applicable	NIL	N.A	30,000	30,000	0.34	NIL	30,000		0.34	
9	Daizam Aggarwal	Not Applicable	NIL	N.A	5,00,000	5,00,000	5.70	NIL	5,00,000		5.70	

# HARI GOVIND INTERNATIONAL LIMITED

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Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	*No. & % of Equity Shares held prior to the Preferential Allotment		No. of Equity Shares to be issued and allotted	#No. & % of Post issue Equity and voting share capital (Assuming full allotment of Equity Shares)		SPA shares	No. & % of Post issue Equity and voting share capital \$[Assuming completion of acquisition of 30,00,000 equity shares in accordance with the share purchase agreement (“SPA”)]	
			No. of equity shares	%age		No. of equity shares	No. of shares		%age	No. of equity shares
10	Mimex India Private Limited	1) Saritadevi Maheshwari 2) Madhu Maheshwari	NIL	N.A	2,50,000	2,50,000	2.85	NIL	2,50,000	2.85
11	Sameep Satish Uchil	Not Applicable	NIL	N.A	1,37,500	1,37,500	1.57	NIL	1,37,500	1.57
12	Rachana Sameer Parekh	Not Applicable	NIL	N.A	1,12,500	1,12,500	1.28	NIL	1,12,500	1.28
13	Santosh J Pande	Not Applicable	NIL	N.A	32,500	32,500	0.37	NIL	32,500	0.37
14	Shiva Avdheshratan Dubey	Not Applicable	NIL	N.A	42,500	42,500	0.48	NIL	42,500	0.48
	<b>Total</b>				<b>37,75,000</b>	<b>37,75,000</b>	<b>43.02</b>		<b>67,75,000</b>	<b>77.21</b>

## Note:

- a. \* Pre issue shareholding is as on 31<sup>st</sup> March, 2025.
- b. The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s):
  - i) #The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.
  - ii) \$Assuming completion of acquisition of 30,00,000 (Thirty Lakhs) equity shares of the Company by the acquirer (which includes Proposed Allottees) in accordance with the Share Purchase Agreement (“SPA”) dated May 14, 2025 and
  - iii) \$Proposed Promoters will give Open Offer under SEBI Takeover Regulations, since same is subject to participation of public shareholders and hence it cannot be determined as on the date of this disclosure regarding acquisition of Shares under Open Offer by the proposed Promoters.

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(xiv) **Changes in control, if any, in the Company consequent to the issue:**

Pursuant to the proposed acquisition of equity shares through the Share Purchase Agreement (SPA), along with the proposed allotment of shares to the Proposed Promoter, there may arise an obligation to comply with the provisions of Regulations 3 and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”). As the cumulative acquisition is expected to breach the prescribed thresholds, the Proposed Promoter shall be required to make an Open Offer in accordance with the applicable provisions of the SEBI Takeover Regulations.

There shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoter and Promoter Group in accordance with the Share Purchase Agreement and Share Subscription Agreement. Therefore, there will be change in control as contemplated under Regulation 4 of SEBI SAST Regulations, Companies Act, 2013 and the Listing Regulations. The proposed promoters intend to give a public announcement for an open offer in accordance with the SEBI (SAST) Regulations, 2011.

(xv) **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not issued or allotted any equity shares of the Company during the financial year 2025-26.

(xvi) **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:**

Not applicable as the allotment is not being made for consideration other than cash.

(xvii) **Lock in Period:**

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations.

(xviii) **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary M/s SPSN And Associates Peer Review No.: 6138/2024 through Partners Mrs. Sandhya Ravi Nair (Membership No. F13180; COP: 14427) certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as required under chapter V, Regulation 163 (2) of SEBI (ICDR) Regulations has been obtained. The Certificate will also be available on the Company’s website [www.hgil.in](http://www.hgil.in).

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## (xix) **Undertakings:**

In accordance with the SEBI ICDR Regulations;

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- ii. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
- iii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- iv. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of Postal Ballot seeking shareholders' approval by way of special resolution;
- v. The Company is in compliance with the conditions for continuous listing;
- vi. All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- vii. No person belonging to the promoter / promoter group have sold / transferred any equity shares of the Company during 90 trading days preceding the Relevant Date.
- viii. The Proposed Allottees have not sold/transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date.
- ix. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.

## (xx) **Disclosure pertaining to wilful defaulters or a fraudulent borrower:**

Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent borrower.

## (xxi) **Disclosure pertaining to Fugitive Economic Offender:**

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

## (xxii) **Current and proposed Status of the Proposed Allottee post preferential issue:**

The proposed allotment shall be made to the promoters as well as to the non-promoters, and the details of the same are mentioned below:

Sl. No.	Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed status of the Proposed Allottee post the preferential issue
1	Shaju Thomas	Investor	Proposed Promoter
2	Linta P Jose	Investor	Proposed Promoter

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Sl. No.	Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed status of the Proposed Allottee post the preferential issue
3	Kavicharla Kasi Ratnam	Non-Promoter	Non-Promoter
4	Kavicherla A S V Ramana	Non-Promoter	Non-Promoter
5	Savir Power and Automation Private Limited	Non-Promoter	Non-Promoter
6	Ritu Atul Chauhan	Non-Promoter	Non-Promoter
7	Kalpna Devi Jain	Non-Promoter	Non-Promoter
8	Ajit Kumar	Non-Promoter	Non-Promoter
9	Daizam Aggarwal	Non-Promoter	Non-Promoter
10	Mimex India Private Limited	Non-Promoter	Non-Promoter
11	Sameep Satish Uchil	Non-Promoter	Non-Promoter
12	Rachana Sameer Parekh	Non-Promoter	Non-Promoter
13	Santosh J Pande	Non-Promoter	Non-Promoter
14	Shiva Avdheshratan Dubey	Non-Promoter	Non-Promoter

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at Item no. 3 for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 3.

Accordingly, the Board, therefore, recommends the proposed resolution as set out at Item No. 3 to the Notice, to the members of the company for their approval by way of passing Special resolution.

## **ITEM NO. 4: TO REGULARIZE APPOINTMENT OF MR. REVEESH MOOLAMKUZHIYIL VARGHESE (DIN: 07671512) AS AN INDEPENDENT DIRECTOR OF COMPANY.:**

The Board of Directors of the Company had appointed Mr. Reveesh Moolamkuzhiyil Varghese (DIN: 07671512) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from May 12, 2025. Mr. Reveesh Moolamkuzhiyil Varghese (DIN: 07671512) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Reveesh Moolamkuzhiyil Varghese fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management. The Company has received requisite disclosures/declarations from **Mr. Reveesh Moolamkuzhiyil Varghese (DIN: 07671512)**

The Company has received requisite disclosures/declarations from **Mr. Reveesh Moolamkuzhiyil Varghese (DIN: 07671512)**

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1. Consent to act as Director u/s 152 of the Act (Form DIR-2);
2. Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
3. Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
4. Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
5. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company is managed and controlled by a Board comprising of an optimum blend of Executive, Non-Executive and Independent Directors. The Company has brought and attracted Independent Directors who have a broad experience across financial, governance, international growth, expansion and technical expertise. In future, it will continue to benefit from highly experienced and engaged Independent Directors, combined with Mr. **Reveesh Moolamkuzhiyil Varghese** leadership and key role connecting the management and Board to deliver strong corporate governance.

The Company has also received a Notice in writing under Section 160(1) of the Act from a member proposing the candidature of Mr. **Reveesh Moolamkuzhiyil Varghese** for the office of Director.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	<b>MR. REVEESH MOOLAMKUZHIYIL VARGHESE</b>
DIN	<b>07671512</b>
Fathers' Name:	M T Varghese
Date of Birth:	21.12.1986
Nationality	Indian
Date of Appointment on Board	14 May 2025
Appointment/ Re-appointment	Regularize from Additional Director to Independent Director
Qualification, Functional Expertise and Experience	ITIL   LLB   BCA
Brief Resume	Reveesh M V is a dynamic and versatile professional with a rich background in Technology, Information Technology, Virtual Production, Corporate Governance, and Law. A

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	Bachelor of Law (LL.B) graduate, he combines legal expertise with a deep technical skill set, offering strategic consultancy to multiple industries, including Broadcast Media, Film, NBFCs, Automotive, and Hospitality.
Relationship with other Board Members	He is not related to any Board Members
Directorship in Other Companies:	Threewinkel Communications Private Limited (Managing Director)  PDA Kochi Corporate Solution LLP (Designated Partner)
Name of other listed Companies, where he is Director including this listed entity	Hari Govind International Limited
List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity	Hari Govind International Limited- Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee
Listed entities from which he has resigned in the past three years	Nil
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	Nil

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The skills and capabilities required for the role and the manner in which he meets such requirements	In addition to his technical and legal prowess, Reveesh is a strategic brand and technology consultant, helping companies build future-ready digital identities and content ecosystems. His cross-functional experience allows him to align brand narratives with regulatory norms, technology upgrades, and experiential content strategies. Backed by globally recognized certifications—including ITIL V3, AWS, Microsoft, PMP, Cloud Computing, Zero Density, and Smode—Reveesh is known for his ability to translate complex challenges into sustainable, technology-driven solutions. He continues to work at the confluence of compliance, innovation, and storytelling, enabling businesses to navigate modern-day complexities with confidence and clarity.
Board Meeting attendance	NA
Terms and conditions of appointment	Proposed to be appointed as a Non-Executive Independent Director, not liable to retire by rotation.
Remuneration last drawn	NIL

\* Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.

**MR. REVEESH MOOLAMKUZHIYIL VARGHESE (DIN: 07671512)** is not related to any Director or any other Key Managerial Personal of the Company.

Accordingly, the Board commends the Special Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

### **ITEM NO. 5: TO REGULARIZE APPOINTMENT OF MR. RISHIN RASHEED (DIN: 09801238) AS AN INDEPENDENT DIRECTOR OF COMPANY.**

The Board of Directors of the Company had appointed **Mr. Rishin Rasheed (DIN: 09801238)** as an Independent, Additional Director of the Company for a term of 5(Five) years, which is

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effective from 14 May, 2025. **Mr. Rishin Rasheed (DIN: 09801238)** has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms. Indu Kamala Ravindran fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and she is an independent of the management.

The Company has received requisite disclosures/declarations from **Mr. Rishin Rasheed (DIN: 09801238)**

1. Consent to act as Director u/s 152 of the Act (Form DIR-2);
2. Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
3. Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
4. Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
5. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company is managed and controlled by a Board comprising of an optimum blend of Executive, Non-Executive and Independent Directors. The Company has brought and attracted Independent Directors who have a broad experience across financial, governance, international growth, expansion and technical expertise. In future, it will continue to benefit from highly experienced and engaged Independent Directors, combined with **Mr. Rishin Rasheed (DIN: 09801238)** leadership and key role connecting the management and Board to deliver strong corporate governance.

The Company has also received a Notice in writing under Section 160(1) of the Act from a member proposing the candidature of **Mr. Rishin Rasheed (DIN: 09801238)** for the office of Director.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	<b>Mr. Rishin Rasheed</b>
DIN	<b>DIN: 09801238</b>
Fathers' Name:	Rasheed
Date of Birth:	24.09.1982
Nationality	Indian
Date of Appointment on Board	14 May 2025

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Appointment/ Re-appointment	Regularize from Additional Director to Independent Director
Qualification, Functional Expertise and Experience	MBA in Marketing, Berchmans Institute of Management Studies, Changanacherry
Brief Resume	A dynamic and seasoned executive with over 15 years of diverse experience in strategic operations, business development, and quality management across large-scale integrated facilities. Rishin Rasheed brings a track record of fostering organizational growth, operational excellence, and innovative product development, particularly in the chilled, frozen, and value-added food sectors.
Relationship with other Board Members	He is not related to any Board Members
Directorship in Other Companies:	NIL
Name of other listed Companies, where he is Director including this listed entity	Hari Govind International Limited
List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity	Hari Govind International Limited- Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee
Listed entities from which he has resigned in the past three years	NIL
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	Nil
The skills and capabilities required for the role and the manner in which she meets such requirements	Rishin has held progressive leadership roles, culminating in his current position as General Manager, where he leads multi-faceted operations while ensuring adherence to global standards such as HACCP and ISO 22000. With a keen focus on team empowerment, process improvement, and sustainability, he is known for aligning business goals with social impact—particularly in healthcare, education, and community development.

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Board Meeting attendance	NA
Terms and conditions of appointment	Proposed to be appointed as a Non-Executive Independent Director, not liable to retire by rotation.
Remuneration last drawn	NIL

\* Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.

**Mr. Rishin Rasheed (DIN: 09801238)** is not related to any Director or any other Key Managerial Personal of the Company.

Accordingly, the Board commends the Special Resolution as set out in item No. 5 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

### **ITEM NO. 6: TO REGULARIZE APPOINTMENT OF MR. ANEESH KUMAR K KUNIYIL (DIN: 11093470) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.**

The Board of Directors of the Company had appointed Mr. Aneesh Kumar K Kuniyil (DIN: 11093470) as a Whole-Time director of the Company, which is effective from May 12, 2025.

The Company has received requisite disclosures/declarations from Mr. Aneesh Kumar K Kuniyil (**DIN: 07671512**)

1. Consent to act as Director u/s 152 of the Act (Form DIR-2);
2. Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
3. Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company is managed and controlled by a Board comprising of an optimum blend of Executive, Non-Executive and Independent Directors. The Company has brought and attracted Directors who have a broad experience across financial, governance, international growth, expansion and technical expertise. In future, it will continue to benefit from highly experienced and engaged Independent Directors, combined with Mr. Aneesh Kumar K Kuniyil leadership and key role connecting the management and Board to deliver strong corporate governance.

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The Company has also received a Notice in writing under Section 160(1) of the Act from a member proposing the candidature of Mr. Aneesh Kumar K Kuniyil for the office of Director.

In pursuant to the provision Section 196, 197 and 203 of the Act seeking appointment vide Postal Ballot Notice. 9 Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder

Name of Director	MR. ANEESH KUMAR K KUNIYIL
DIN	11093470
Fathers' Name:	Govindan Nair
Date of Birth:	5, May 1983
Nationality	Indian
Date of Appointment on Board	14, May, 2025
Appointment/ Re-appointment	Regularize from Additional Director to Wholetime Director
Qualification, Functional Expertise and Experience	Post Graduate degree in Commerce and a Post Graduate diploma in Journalism
Brief Resume	Aneesh worked as Press reporter for more than three years following which he was with several contemporary publications. He was the founder publisher of the weekly Kerala Nanma Vartha, for its initial four and a half years of publication. Aneesh has written and published books and biographical works on many a renowned figure in the socio-cultural arena, a few of them being the autobiographical sketch.
Relationship with other Board Members	He is not related to any Board Members
Directorship in Other Companies:	NIL
Name of other listed Companies, where he is Director including this listed entity	Hari Govind International Limited
List of Listed Companies in which Memberships/ Chairmanships of Board Committees held including this listed entity	Hari Govind International Limited- Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee

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Listed entities from which he has resigned in the past three years	NIL
Shareholding in the company as on date of this report (including shareholding as a beneficial owner)	NIL
The skills and capabilities required for the role and the manner in which he meets such requirements	He has broad experience across financial, governance, growth and expansion
Board Meeting attendance	NA
Terms and conditions of appointment	As per permissible limits of Schedule V of the Companies Act, 2013
Remuneration last drawn	As per permissible limits of Schedule V of the Companies Act, 2013

Accordingly, the Board commends the Special Resolution as set out in item No. 6 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives in any way, is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

Place: Nagpur Date: May 14, 2025	 <p>By Order of the Board for Hari Govind International Ltd <i>[Signature]</i> SD/- Jugal Kishore Harikishan Maniyar Whole-Time-Director DIN: 00094237</p>
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## Registered Office

125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur- 440008.