
HARI GOVIND INTERNATIONAL LIMITED

CONTENTS

Notice.....	
Corporate Information	
Directors' Report	
Report on Management Discussion and Analysis	
Corporate Governance Report	
Auditors' Certificate & Declaration	
Independent Auditors' Report	
Balance Sheet	
Profit & Loss Account	
Cash Flow Statement	
Schedules to Accounts	

HARI GOVIND INTERNATIONAL LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Amaridevi Maniyar	Chairman & Director
Mr. Jugal Kishore Maniyar	Whole Time Director
Mrs. Sunita Maniyar	Non – Executive Director
Mr. Ashok Sarada	Non – Executive Director
Mr. Mukesh Bhanushali	Independent Director
Mr. Mallinath Madineni	Independent Director

COMPLIANCE OFFICER

Mr. Jugal Kishore Maniyar

AUDITORS

M/s. Dilip Jambhekar & Co.,
2ND Floor Swami Samarth Commercial Complex,
North Bazar Road, Dharampeth Extention,
Nagpur – 440010.

REGISTERED OFFICE

142/B, Kewal Industrial Estate, S. B. Marg,
Lower Parel, Mumbai – 400013.

CORPORATE OFFICE

142/B, Kewal Industrial Estate, S. B. Marg,
Lower Parel, Mumbai - 400013.

REGISTRAR & SHARE TRANSFER AGENT

Purva Shareregistry (India) Private Limited
9, Shiv Shakti Industrial Estate,
Lower Parel East, Mumbai – 400011.

HARI GOVIND INTERNATIONAL LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that next **Annual General Meeting** of **Hari Govind International Limited** will be held at 374 Katha Bazar, Ground Floor, Masjid Bander (West), Mumbai-400009, on **Wednesday, 30th September 2015** at 12 Noon to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the company for the financial year end 31st March, 2015, the reports of Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares
3. To appoint Auditors and to fix their remuneration;

To consider and if thought fit, to pass the following resolution, with or without modifications, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory amendment(s) or modification(s) or enactment(s) thereof, for the time being in force) and pursuant to recommendation of Audit Committee of the Board of Directors, M/s. Dilip Jambhekar & Co, Chartered Accountants, be and are hereby re-appointed as the Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at such remuneration as the Board of Directors or Audit Committee of the Board of Directors may fix in this behalf”.

4. Re-appointment of Mrs. Amaridevi Maniyar as Director liable to retire by rotation

“RESOLVED THAT Mrs. Amaridevi Maniyar (DIN 01796124) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Managing Director of the company liable to retire by rotation”.

5. Re-appointment of Mrs. Sunita Maniyar as Director liable to retire by rotation

“RESOLVED THAT Mrs. Sunita Maniyar (DIN 01796143) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Managing Director of the company liable to retire by rotation”.

By order of the Board of Directors

Jugal Kishore Maniyar
Director

Place: Mumbai

Date: 12TH August 2015

NOTES:-

HARI GOVIND INTERNATIONAL LIMITED

1. *A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.*
2. *A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*
3. *Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.*
4. *Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report*
5. *Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.*
6. *In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.*
7. ***The Company has notified closure of Register of Members and Share Transfer Books from 28th September, 2015 to 30th September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.***
8. *The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s. Purva Sharegistry (India) Private Limited.*
9. *Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.*
10. *Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Purva Sharegistry (India) Private Limited., for consolidation into a single folio.*

HARI GOVIND INTERNATIONAL LIMITED

11. *Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.*
12. *Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.*

ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreements)

Name of the director	Mrs. Amaridevi Maniyar
Age	78 Years
Date of appointment	29-04-1999
Expertise in specific functional areas	Industrial Management
Qualifications	Graduate
List of companies in which outside directorships held as on 12th August, 2015 (excluding private limited)	One Unlisted Limited Company
Chairman/member of the committees of the boards of other companies in which he is a director as on 12th August, 2015	Nil

Name of the director	Mrs. Sunita Maniyar
Age	49 Years
Date of appointment	29-04-1999
Expertise in specific functional areas	Industrial Management
Qualifications	Graduate
List of companies in which outside directorships held as on 12th August, 2015 (excluding private limited)	Nil
Chairman/member of the committees of the boards of other companies in which he is a director as on 12th August, 2015	Nil

By order of the Board of Directors

Place: Mumbai
Date: 12/08/2015

Jugal Kishore Maniyar
Director

HARI GOVIND INTERNATIONAL LIMITED

DIRECTORS' REPORT

To

The Members

HARI GOVIND INTERNATIONAL LIMITED.

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2015.

Financial Results:

(Rs. in lakhs)

Particulars	2014-15	2013-14
Total Revenue (Other Income)	3,167,894	-
Profit / (Loss) before Prior period, Exceptional and Extra-Ordinary items.		
Prior Period items	-	-
Exceptional items	-	-
Tax Expenses	658978	-
Profit / (Loss) for the Year	1,537,614	(156,141)

Performance of the Company during the year under review

During the year under review company did not carried on business. The Directors of the Company have been exploring various diversified areas and exploring new business areas to take up the company into new heights.

Future Outlook:

Overall performance of the textile industry is dull and the company is diversifying itself into other business areas and to explore international markets.

Dividend:

The Board of Directors does not recommend any Dividend for the year 2014-15 considering the finance situation of the company.

Fixed deposits:

During the year under review, the Company has not accepted any fixed deposits and there are no fixed deposits, which are pending repayment.

Subsidiary Companies:

Your Company does not have any subsidiary company during the year under review.

HARI GOVIND INTERNATIONAL LIMITED

Directors:

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Amaridevi Maniyar and Mrs. Sunita Maniyar, Directors retire by rotation at this AGM being eligible, offer themselves for re-appointment.

Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges, brief resume of Mrs. Amaridevi Maniyar and Mrs. Sunita Maniyar have been provided in the notice convening the Annual General Meeting.

Board Meeting

Five meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance of this Annual Report.

Declaration by Independent Director

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors and a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

Directors' Responsibility statement:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) shall state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Nomination & remuneration Committee

HARI GOVIND INTERNATIONAL LIMITED

The Board constituted a Nomination and Remuneration Committee comprising of Mr. Mukesh Bhanushali, Mr. Mallinath Madeneni and Mrs. Sunita Maniyar. Refer Corporate Governance report for details.

Corporate Governance:

Eventhough the Company is outside the purview of compulsory compliance requirements of Clause 49 of the listing agreement, it has complied with the requirements of the Code of Corporate Governance as stipulated in clause 49 of the listing agreement with the stock exchanges. A Report on Corporate Governance along with Certification by the Managing Director is attached to this Directors' Report.

A Certificate from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated by clause 49 of the listing agreement is attached to this Directors' Report.

Auditors:

The statutory auditors of the Company M/s. Dilip Jambhekar & Co, Mumbai retire at the conclusion of the ensuing Annual General Meeting. The retiring auditors have furnished a certificate under Sec. 141 of the Companies Act, 2013 confirming their eligibility for reappointment. The Auditor Report for the financial year ended March 31, 2015 is annexed herewith and is part of the Annual Report.

Extract of Annual Return

An Extract of Annual Return of the Company Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 is given below;

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on **31st March 2015**

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: - **L99999MH1989PLC050528**
- ii) Registration Date: -**31.01.1989**
- iii) Name of the Company: -**HARI GOVIND INTERNATIONAL LIMITED**
- iv) Category / Sub-Category of the Company: **Non-Government, Listed Company**
- v) Address of the Registered office and contact details: **374 Katha Bazar, Ground Floor, Masjid Bander (West), Mumbai-400009**
- vi) Whether listed company: (**Yes/No**)
- vii) Name, Address and Contact details of Registrar and Transfer Agent:-

M/s. PurvaShareregistry India Pvt.Ltd

9, Shiv Shakti Industrial Estate, J.R.Boricha Marg,
Lower Parel (East), Mumbai- 400011, India.

HARI GOVIND INTERNATIONAL LIMITED

Email: busicomp@vsnl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (N.A)

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	NA	NA	NA

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	NA	NA	NA	NA	NA
2	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the end of the year				No. of Shares held at the beginning of the year				% Change
		Demat	Physical	Total	% of	Demat	Physical	Total	% of Total	
A.	Promoters									
1)	Indian									
a)	Individual/HUF	0	3750000	3750000	75.00	0	375000	375000	75.00	N.A
b)	Any Other	0	0	0	0	0	0	0	0	
	Sub-total (A) (1):-	0	3750000	3750000	75.00	0	375000	375000	75.00	N.A
2)	Foreign	0	0	0	0	0	0	0	0	
B	. Public Shareholding									
1.	Institutions	0	0	0	0	0	0	0	0	
2.	Non-Institutions									
	Body Corporate									
i	Indian	0	0	0	0	0	0	0	0	
b)	Individuals									
i	Individual shareholders	0	873300	873300	17.47	0	873300	873300	17.47	N.A

HARI GOVIND INTERNATIONAL LIMITED

	holding nominal share capital upto Rs. 1 lakh									
ii	Individual shareholders holding nominal share capital in excess of Rs1 lakh	0	376700	376700	7.53	0	376700	376700	7.53	N.A
c)	Others (specify)									
	Trust	0	0	0	0	0	0	0	0	
	Non Resident Indians	0	0	0	0	0	0	0	0	
	Sub-total (B)(2):-	0	1250000	1250000	25	0	1250000	1250000	25	N.A
	Total Public Shareholding (B)=(B)(1)+(B)(2)	0	1250000	1250000	25	0	1250000	1250000	25	N.A
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
	Grand Total (A+B+C)	0	5000000	5000000	100	0	5000000	5000000	100	N.A

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Sunita J Maniyar	18,75,000	37.50		18,75,000	37.50		0
2	Jugalkishor H Mainyar HUF	18,75,000	37.50		18,75,000	37.50		0
	Total	37,50,000	75.00		37,50,000	75.00		