
HARI GOVIND INTERNATIONAL LIMITED

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HARI GOVIND INTERNATIONAL LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Amaridevi Maniyar
Mr. Jugal Kishore Maniyar
Mrs. Sunita Maniyar
Mr. Mukesh Bhanushali
Mr. Mallinath Madineni

Chairman & Director
Whole Time Director
Non – Executive Director
Independent Director
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 Tuesday, 26th September, 2017 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, 2017, the reports of Board of Directors and Auditors thereon.
2. Re-appointment of Mrs. Sunita Maniyar as Director liable to retire by rotation

"RESOLVED THAT Mrs. Sunita Maniyar who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as Director of the company liable to retire by rotation".

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".

SPECIAL BUSINESS

4. Change in Registered office of the Company:

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

"RESOLVED THAT pursuant to the provisions of section 12 and other applicable provisions of Companies Act, 2013, the registered office of the Company be shifted **from** 142/B, Kewal Industrial Estate, S.B. Marg, Lower Parel, Mumbai - 400013 **to** 125, Wardhman Nagar, Nr. Radha Krishna Mandir, Nagpur-08, which is outside the city of Mumbai but both within the jurisdiction of Registrar of Companies, Mumbai.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Director of the Board or persons authorized by such directors, be and are hereby authorized to take all necessary

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steps and give such directions as may be necessary to settle any question or difficulty which may arise in this regard thereto in such manner as it may deem expedient."

By order of the Board of Directors
Hari Govind International Limited

Place: Mumbai
Date: 29th August, 2017

Jugal Kishore Maniyar
Director
DIN: 00094237

NOTES:-

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 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 21st September, 2017 to 26th September, 2017 (both days inclusive).***

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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 / Purva Shareregistry (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 Shareregistry (India) Private Limited., for consolidation into a single folio.*
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.*

EXPLA EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 4:

The Company is in the business of trading, distribution and sales of various products and commodities to national international markets and services related thereto.

For administrative convenience, the company proposes to change its registered office from the city of Mumbai to city of Nagpur which will enable the company to carry on the business more efficiently and effectively.

The main business activity of the company and the control and management of the Company is also exercised from the Company's Nagpur office only.

Thus it is proposed to shift the registered office of from Mumbai city to Nagpur city. The change of registered office to outside the city limits need the approval of members by way of Special Resolution.

Hence the Resolution

Interest of Directors:

None of the Directors is deemed concerned or interested in the proposed resolution except as the shareholders of the Company.

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ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

Name of the director	Mrs. Sunita Jugalkishore Maniyar
Age	50 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 29 th August, 2017 (excluding private limited)	Nil
Chairman/member of the committees of the boards of other companies in which she is a director as on 29 th August, 2017	Nil

**By order of the Board of Directors
Hari Govind International Limited,**

**Place: Mumbai
Date: 29/08/2017**

**Jugal Kishore Maniyar
Director
DIN: 00094237**

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, 2017.

Financial Results:

(Amount in Rs.)

Particulars	2016-17	2015-16
Total Revenue (Other Income)	0	0
Profit / (Loss) before Prior period, Exceptional and Extra-Ordinary items.	(660,263)	(551,473)
Prior Period items	-	-
Exceptional items	-	-
Tax Expenses	-	-
Profit / (Loss) for the Year	(660,263)	(551,473)

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 2016-17 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.

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Directors:

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Sunita J. Maniyar, Director of the company retire by rotation at this AGM being eligible, offer herself for re-appointment. Mr. Ashok Sarada has resigned from Directorship of the Company with effect from 27th June, 2017.

Board Meetings:

Four 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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:

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

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Corporate Governance:

Even though the Company is outside the purview of compulsory compliance requirements of Clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it has complied with the requirements of the Code of Corporate Governance as stipulated in clause 27 of the SEBI (LODR) Regulations, 2015 with the stock exchanges. A Report on Corporate Governance along with Certification by the Managing Director is attached to this Directors' Report.

Auditors:

The statutory auditors of the Company, 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, 2017 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, 2017

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

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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	3750000	0	3750000	75.00	0	3750000	3750000	75.00	N.A
b)	Any Other	0	0	0	0	0	0	0	0	
	Sub-total (A) (1):-	3750000	0	3750000	75.00	0	3750000	3750000	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 holding nominal share capital upto Rs. 1 lakh	0	969300	969300	19.39	0	873300	873300	17.47	N.A