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# HARI GOVIND INTERNATIONAL LIMITED

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# HARI GOVIND INTERNATIONAL LIMITED

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## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

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

Chairman & Director  
Whole Time Director  
Non – Executive Director  
Independent Director

### **COMPLIANCE OFFICER**

Mr. Jugal Kishore Maniyar

### **AUDITORS**

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

### **REGISTERED OFFICE**

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

### **REGISTRAR & SHARE TRANSFER AGENT**

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

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## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that next Annual General Meeting of Hari Govind International Limited will be held at 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur - 440008, on Friday, 28<sup>th</sup> September, 2018 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 31<sup>st</sup> March, 2018, the reports of Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Jugalkishore Maniyar as Director liable to retire by rotation.

**“RESOLVED THAT** Mr. Jugalkishore Maniyar who retires by rotation and being eligible offers himself 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.”

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

Place: Mumbai

Date: 14<sup>th</sup> August, 2018

**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*

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*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 24<sup>th</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive).***
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.*

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## ANNEXURE TO NOTICE

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

Name of the director	Mr. Jugalkishore Maniyar
Age	55 Years
Date of appointment	31/01/1989
Expertise in specific functional areas	Industrial Engineering
Qualifications	Graduate
List of companies in which outside directorships held as on 14 <sup>th</sup> August, 2018 (excluding private limited)	Nil
Chairman/member of the committees of the boards of other companies in which she is a director as on 14 <sup>th</sup> August, 2018	Nil

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

**Place: Mumbai  
Date: 14/08/2018**

**Jugal Kishore Maniyar  
Director  
DIN: 00094237**

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## DIRECTORS' REPORT

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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 31<sup>st</sup> March, 2018.

### Financial Results:

(Amount in Rs.)

Particulars	2016-17	2017-18
Total Revenue (Other Income)	0	14,33,447
Total Expenditure	660,263	16,66,557
Profit / (Loss) before Prior period, Exceptional and Extra-Ordinary items.	(660,263)	(233,110)
Prior Period items	-	-
Exceptional items	-	-
Tax Expenses	-	-
Profit / (Loss) for the Year	(660,263)	(233,110)

### Performance of the Company during the year under review:

During the year under review company just started its business and have a business turnover of Rs. 14.33 Lakhs and incurred a loss of Rs. 2.33 lakhs. The Directors of the Company have been exploring various diversified areas and new business arenas to take the company's business to new heights.

### Future Outlook:

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

### Dividend:

The Board of Directors does not recommend any Dividend for the year 2017-18 considering the financial 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, Mr. Jugalkishore Maniyar, Director of the company retires by rotation at this AGM being eligible, offer himself for re-appointment.

Mr. Mukesh Bhanushali, Independent Director of the company has vacated office of director by disqualification under the provisions of Section 164(2) read with Section 167(1) of the Companies Act, 2013. Due to the same, the Company is in the process of appointing a new Independent Director on the Board

## **Board Meetings:**

Six 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 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.

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## **Nomination & remuneration Committee:**

The Board constituted a Nomination and Remuneration Committee comprising of Mr. Jugalkishore Harikishan Maniyar, Mr. Mallinath Madineni and Mr. Mukesh Kanji Bhanushali.

However, Mr. Mukesh Bhanushali, Independent Director is disqualified and the Board is under the process of appointment of new Independent director and also to re-constitute the Board committees. Refer Corporate Governance report for details.

## **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, 2018 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 31<sup>st</sup> March, 2018**

## **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 :- **125, Wardhman Nagar  
Nr. Radha Krishna Mandir, Nagpur - 440008.**
- vi) Whether listed company: **(Yes/No)**
- vii) Name, Address and Contact details of Registrar and Transfer Agent:-



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## Purva Shareregistry India Pvt. Ltd.

9, Shiv Shakti Industrial Estate, J.R. Boricha Marg,

Lower Parel (East), Mumbai- 400011, India.

Email:- [busicomp@vsnl.com](mailto: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

## 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	
<b>A.</b>	<b>Promoters</b>									
1)	<b>Indian</b>									
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	
	<b>Sub-total (A) (1):-</b>	<b>3750000</b>	<b>0</b>	<b>3750000</b>	<b>75.00</b>	<b>0</b>	<b>3750000</b>	<b>3750000</b>	<b>75.00</b>	<b>N.A</b>
2)	<b>Foreign</b>	0	0	0	0	0	0	0	0	
<b>B</b>	<b>Public Shareholding</b>									
1.	<b>Institutions</b>	0	0	0	0	0	0	0	0	
2.	<b>Non-Institutions</b>									
	<b>Body Corporate</b>									
I	Indian	0	0	0	0	0	0	0	0	
b)	Individuals									
I	Individual shareholders holding nominal share capital	0	969300	969300	19.39	0	873300	873300	17.47	N.A

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	upto Rs. 1 lakh									
li	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	78000	162900	240900	4.82	0	376700	<b>376700</b>	7.53	
c)	Others (specify)	39800	0	39800	0.80	0	0	0	0	
	Trust	0	0	0	0	0	0	0	0	
	Non Resident Indians	0	0	0	0	0	0	0	0	
	<b>Sub-total (B)(2):-</b>	<b>117800</b>	<b>1132200</b>	<b>1250000</b>	<b>25</b>	<b>0</b>	<b>1250000</b>	<b>1250000</b>	<b>25</b>	N.A
	Total Public Shareholding (B)=(B)(1)+(B)(2)	117800	1132200	1250000	25	0	1250000	1250000	25	N.A
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
	<b>Grand Total (A+B+C)</b>	<b>3867800</b>	<b>1132200</b>	<b>5000000</b>	<b>100</b>	<b>0</b>	<b>5000000</b>	<b>5000000</b>	<b>100</b>	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 Maniyar HUF	18,75,000	37.50		18,75,000	37.50		0
	<b>Total</b>	<b>37,50,000</b>	<b>75.00</b>		<b>37,50,000</b>	<b>75.00</b>		