

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

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	

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CORPORATE INFORMATION

BOARD OF DIRECTORS

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

Chairman
Whole Time Director
Non – Executive Director

COMPLIANCE OFFICER

Ms. Toral Shah

AUDITORS

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

REGISTERED OFFICE

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

CORPORATE OFFICE

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

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 Annual General Meeting of Hari Govind International Limited will be held at Registered Office at 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur - 440008 India, on Monday, 30th September, 2019 at 4:00 p.m 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, 2019, the reports of Board of Directors and Auditors thereon.
2. Re-appointment of Mrs. Amridevi Harikisan Maniyar as Director 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. C V Paturkar & Co., Chartered Accountants, be and are hereby appointed for a period of 5 years starting from the financial year 2019-20 to 2023-24 as the Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting for the financial year 2023-24, 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: Nagpur
Date: 05/09/2019

**Jugal Kishore Maniyar
Director
DIN: 00094237**

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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 23rd September, 2019 to 30th September, 2019 (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 forms 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 Sharegistry (India) Private Limited.*

HARI GOVIND INTERNATIONAL LIMITED

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Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

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.*
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 Director seeking appointment/re-appointment in forthcoming Annual General Meeting

Name of the director	Mrs. Amridevi Harikisan Maniyar
Age	82 years
Date of appointment	29/04/1999
Expertise in specific functional areas	Management and Administration
Qualifications	Graduate
List of companies in which outside directorships held as on 10 th August, 2019 (excluding private limited)	Nil
Chairman/member of the committees of the boards of other companies in which she is a director as on 10 th August, 2019	Nil

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

**Place: Nagpur
Date: 05/09/2019**

**Jugal Kishore Maniyar
Director
DIN: 00094237**

HARI GOVIND INTERNATIONAL LIMITED

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DIRECTOR'S 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, 2019.

Financial Results:

(Amount in Rs.)

Particulars	2018-19	2017-18
Total Revenue (Including Other Income)	Nil	14,33,447
Total Expenses	9,11,129	16,66,557
Profit / (Loss) before Prior period, Exceptional and Extra-Ordinary items.	(9,11,129)	(2,33,110)
Prior Period items	-	-
Exceptional items	-	-
Tax Expenses	-	-
Profit / (Loss) for the Year	(9,11,129)	(2,33,110)

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 2018-19 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.

HARI GOVIND INTERNATIONAL LIMITED

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Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

Subsidiary Companies:

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

Directors:

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Amridevi Harikisan Maniyar, Director of the company retires by rotation at this AGM being eligible, offer herself for re-appointment.

Mr. Mallinath Madineni and Mr. Mukesh Bhanushali, Independent Directors 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:

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 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;

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

- (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.

Audit Committees, Nomination & remuneration Committee:

The Board re-constituted the committees and presently the audit committee and Nomination and Remuneration Committee comprises of Mr. Jugalkishore Harikishan Maniyar, Mrs. Amridevi Harikisan Maniyar & Mrs. Sunita Jugalkishore Maniyar 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:

Pursuant to the provisions of Section 139 (2) of the Companies Act, 2013, the term of office of statutory auditors of the Company, Dilip Jambhekar & Co, shall cease as on the forthcoming Annual General Meeting. M/s. C V Paturkar & Co, Chartered Accountants had consented to act as the Statutory Auditors of the Company and 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, 2019 is annexed herewith and is part of the Annual Report.

Extract of Annual Return:

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

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, 2019

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 India
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
viii) 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

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

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	375000 0	0	375000 0	75.00	0	3750000	375000 0	75.0 0	N. A
b)	Any Other	0	0	0	0	0	0	0	0	
	Sub-total (A) (1):-	375000 0	0	375000 0	75.00	0	3750000	375000 0	75.0 0	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	17.4 7	N. A

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

		Shares	total Shares of the company	Pledged / encumbered to total shares	Shares	total Shares of the company	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		

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	37,50,000	75.00	37,50,000	75.00
	Increase / Decrease in Promoters Share holding during the year	N.A	N.A	N.A	N.A
	At the End of the year	37,50,000	75.00	37,50,000	75.00

(iv) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Jugalkishore Maniyar (WTD)				
	At the				

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

	beginning of the year	18,75,000	37.50	18,75,000	37.50
	Increase / Decrease	Nil	Nil	Nil	Nil
	At the end of the year	18,75,000	37.50	18,75,000	37.50

V. INDEBTEDNESS.

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	46,90,623	Nil	46,90,623
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	46,90,623		46,90,623
Change in Indebtedness during the financial year				
☒☒Addition	Nil	----	Nil	----
☒☒Reduction		1712336		1712336
Net Change	Nil	1712336	Nil	1712336
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	2978287	Nil	2978287
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	2978287	Nil	2978287

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (N.A)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **Not Applicable**

B. Remuneration to other directors: **Not Applicable**

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : **Not Applicable**

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable

Secretarial Auditor:

Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 the Board appointed Mr. Roy Jacob, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is given below:

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Hari Govind International Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hari Govind International Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder, except which are specifically mentioned therein and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

- 1. E-Voting facility as per section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 was not provided by the company for the AGM held on 30th September, 2019.**

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

2. ***Company does not have proper board process and compliance mechanism.***
3. ***Company has not complied with the provisions of section 203(4) in respect of appointment Chief Financial Officer and Company Secretary.***
4. ***There is no record available regarding dispatch of notice for the AGM held on 30th September, 2019.***
5. ***As on closure of the financial year Company do have only one Independent directors on the Board and hence the provisions of Section 149 (4) and constitution of board committees is not complied with.***

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under:

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: ***Not applicable to the Company during the Audit period***

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the company:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: ***Not Applicable to the Company during the Audit Period***

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: ***Not Applicable to the Company during the Audit Period.***

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 : ***Not Applicable to the Company during the Audit Period***

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable to the Company during the Audit Period**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: : **Not Applicable to the Company during the Audit Period**

(VI) During the year under review company has not carried on business and the following acts are not applicable to the company and no other specific Act or rules are applicable to the Company

- a) Factories Act, 1948.
- b) Industrial Disputes Act, 1947
- c) The payment of wages Act, 1936,
- d) The minimum wages Act, 1948
- e) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- f) Payment of Bonus Act, 1965
- g) Payment of Gratuity Act, 1972
- h) The Contract Labour (Regulations & Abolition) Act, 1970

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchanges Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 except the following, except the following.

Company has not published the Notice of Board Meetings for approval of Quarterly Results in at least in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated.

The company has not complied with the Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of notice of Board Meeting, publication of financial results and notices to shareholders.

Delayed in making the payment of Listing fees to the stock exchanges and Custodial fees to Depositories are unpaid.

Based on our such examination and further based on the Representation of the Management of the Company, the Company has during the period under review complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the non-compliances given in respective paragraphs and Annexure given hereto.

I further report that

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Subject to observations mentioned in clause 1 (a) above, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I **further report** that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for of opinion.
3. Where ever required, I have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on the test basis.
5. The secretarial audit report is neither an assurance as to the future viability of the company not the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Roy Jacob & Co.**
Company Secretary

Place: Mumbai
Date: 05/09/2009

Sd/-
(Roy Jacob)
Proprietor
FCS No.: 9017
C P No.: 8220

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

Employee Relations:

The relations between the employees and management continued to be cordial during the year.

Particulars of Employees and related disclosures:

No employee of the company is drawing remuneration in excess of the limits set out in terms of the provisions of Section 197 (12) of the Act read with Rules 5(2) and 5(3) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Particulars as required under section 134(3) (m) of the Companies Act, 2013 read with the companies (Accounts) Rules, 2014:

1. Conservation of Energy, Technology Absorption:

The particulars regarding the disclosure of the conservation of energy, technology absorption, as required under Section 134(3) (m) of the Companies Act, 2013 read with the companies (Accounts) Rules, 2014 are given below.

2. Energy Conservation Measures Taken:

The Company continues to accord high priority to conserve the energy. There is no manufacturing activity is carrying on the company at present.

3. Foreign Exchange Inflow & Outgo:

a) Activities relating to Exports, Initiatives taken to increase Exports, Developments of new Export Market for products and Services and Export Plans:

The Company has not undertaken any export activities. The company is looking out for Export Opportunities.

b) Total Foreign Exchange used and earned:

Used	:	Nil
Earned	:	Nil

Risk Management:

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

and there is an adequate risk management infrastructure in place capable of addressing those risks. A Group Risk Management Policy was reviewed and approved by the Committee.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviors together form the Reliance Management System (RMS) that governs how the Group conducts the business of the Company and manages associated risks.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned across Group wide Risk Management, Internal Control and Internal Audit methodologies and processes.

Comments of the Board of Directors on Qualifications on Auditors Reports: Auditors Qualifications if any are self explanatory and does not require any comments

Board Comments on Secretarial Audit Qualifications:

The Secretarial Audit Qualifications are replied as follows:

1. E-Voting facility as per section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 was not provided by the company for the AGM held on 30th September, 2018.
Company is in the process of entering into agreement with the providers of e-voting facility.
2. Company does not have proper board process and compliance mechanism.
3. Company has not complied with the provisions of section 203(4) in respect of appointment Chief Financial Officer and Company Secretary:

Since the company was not carrying on any business during the year, so the company could not appoint KMP during the period.

4. There is no record available regarding dispatch of notice for the AGM held on 30th September, 2018..

The Company had dispatched the notice of the AGM to all its Shareholders.

Particulars of loans, guarantees or investments under section 186:

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

Company has not provided loans, investments and guarantees during the year.

Related Party Transaction under sub-section (1) of section 188:

During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is provided in the company's web site.

Acknowledgments:

The Management is grateful to the Regulatory Authorities, Share holders, Company's Bankers, Financial Institutions, Insurance Companies, Investors, Clients, Business Associates for their continued support and co-operation.

The Directors also wish to place on record their appreciation for the co-operation, active involvement and dedication of the employees.

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

Place: Nagpur

Date: 05/09/2019

Sd/-

Jugal Kishore Maniyar
Director
DIN: 00094237

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

The Company is in the business of manufacturing and trading textile products. During the year under consideration company did not carried on business and is in the process of diversification and identification of new business vertical to venture. The key issues of the Management Discussion and Analysis are given below.

The Indian Textile Industry is one of the Leading Textile Industries in the World. The textiles and apparels sector is a major contributor to the Indian Economy in terms of Gross Domestic Product (GDP), industrial production and the country's total export earnings. India earns about 27 per cent of its total foreign exchange through textile exports. Besides, the Indian Textile Industry contributes 16 per cent of the total industrial production of the Country. This sector provides employment to over 37 million people and it is expected that the textile industry will generate new jobs during the ensuing years.

The industry is going through challenging business atmosphere since financial year 2013, in tandem with the global meltdown ravaging economies. The collapse in consumer sentiments, weak exports, noteworthy drop in discretionary spending in textiles / apparels and down trading by the consumers put immense pressure on both the top-line and the bottom-line of textile companies.

Business Outlook

The operations of the company was stalled for last few years. Presently the management of the Company is exploring and identifying new business verticals to start with.

a. Segment wise performance

The business of the Company falls under a single segment.

b. Internal control system

Internal audit and other controls have been found to be adequate. These are reviewed periodically by the Audit Committee and found the performance satisfactory.

Risk Factors:

The Indian textile industry has inherent strengths in terms of rich legacy of textile production, strong multi-fiber raw material base, large and expanding production capacities, very low import intensity, vast pool of skilled workers and technical and managerial personnel, flexible production systems, large and expanding domestic market, dynamic and vibrant entrepreneurship, etc. However, these strengths have been diluted to a great extent due to severe disadvantages suffered by the industry in certain other areas affecting its productivity, quality and cost competitiveness. Such factors are technological obsolescence, structural anomalies, poor productivity of labour and machine, lopsided fiscal policies, multiplicity of taxes and levies, high cost of capital, redundant and outdated controls/regulations, restrictive labour and industrial laws, lack of aggressive marketing, poor perception of Indian products

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

abroad, procedural problems in exporting, poor infrastructure relating to transport, communication and banking, high power tariff, etc.

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.

Internal control systems and their adequacy

The Managing Director / Whole Time Director certification provided in the report discusses the adequacy of our internal control systems and procedures.

Human Resource Development

The most important asset of the company is its Human Resources.

Cautionary statements

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectation may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

CORPORATE GOVERNANCE REPORT

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at HARI GOVIND INTERNATIONAL LIMITED is as follows:

At **HARI GOVIND INTERNATIONAL LIMITED**, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. At **HARI GOVIND INTERNATIONAL LIMITED**, we consider stakeholders as partners in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

1. Company's Philosophy on Code of Corporate Governance:

The Company's philosophy on Corporate Governance is to achieve business excellence and to meet the expectations of its customers, shareholders, employees, business associates, and

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

the society at large and in complying with the dictates of the regulatory frame work. The Company is committed to transparency in all its dealings and places high emphasis on business ethics. We believe that Corporate Governance is voluntary and self-discipline code which means not only ensuring compliance with regulatory requirements but also by being responsive to our stakeholders needs.

2. Ethics/Governance Policies:

At HGIL, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Code of Conduct for Prohibition of Insider Trading
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Policy for Selection of Directors and determining Directors Independence
- Remuneration Policy for Directors, Key Managerial
- Personnel and other Employees
- Policy for determining Material Subsidiaries

3. Code of Conduct:

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

4. Board of Directors:

The Board of Directors comprises of executive and non-executive directors with rich professional experience in various fields. The present strength of the Board of Directors is three in number. The Board consists of no Independent Directors.

5. Board Meetings & Procedures

During the year, the Board met 4 times on 24.05.2018, 14.08.2018, 01.09.2018, 15.11.2018 and 11.02.2019.

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

The composition of Board of Directors, attendance at the Board Meetings during the financial year and attendance at the last Annual General Meeting, number of outside Directorship, Chairman/Membership of Committees is as under:

Name of Director	Category	No. of Board meetings attended	Last AGM attendance	No of Directorships	Membership/ Chairmanship of other Audit, Shareholders' Grievance, Committees
Mrs. Amaridevi Maniyar	Chairman	5	Yes	1	Nil
Mr. Jugal Kishore Maniyar	Executive Director	5	Yes	4	3
Mrs. Sunita Maniyar	Non-Executive Director	5	Yes	1	Nil

6. Appointment/Reappointment:

Mrs. Amridevi Harikisan Maniyar who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the company liable to retire by rotation.

Name of the director	Mrs. Amridevi Harikisan Maniyar
Age	82 Years
Date of appointment	29/04/1999
Expertise in specific functional areas	Management and Administration
Qualifications	Graduate
List of companies in which outside directorships held as on 28 th May, 2019 (excluding private limited)	Nil
Chairman/member of the committees of the boards of other companies in which she is a director as on 28 th May, 2019	Nil

7. Independent Directors:

Lead Independent Director

The Company's Board of Directors has designated no one as the Lead Independent Director. The Lead Independent Director's role is as follows:

- To preside over all meetings of Independent Directors

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

- To ensure there is an adequate and timely flow of information to Independent Directors
- To liaise between the Chairman and Managing Director, the Management and the Independent Directors
- To preside over meetings of the Board and Shareholders when the Chairman and Managing Director is not present, or where he is an interested party
- To perform such other duties as may be delegated to the Lead Independent Director by the Board/ Independent Directors

Meetings of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director.

The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

One meeting of Independent Directors was held during the year.

8. Audit Committee:

Terms of reference:

The Audit Committee has been constituted pursuant to Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Primary object of Audit Committee of the company is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

Composition:

The Audit Committee comprises of 3 members. All the members of the Committee are financially literate. During the year, the Committee met 4 times and the gap between any 2 meetings was less than 4 months.

Attendance at the Audit Committee Meeting:

Name	Designation	Category	Attendance out of 4 meetings
Mr. Jugalkishore Harikishan Maniyar	Chairman	Non-Independent	4
Mrs. Amridevi Harikisan Maniyar	Member	Non-Independent	4

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

Mrs. Sunita Jugalkishore Maniyar	Member	Executive	4
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9. Stakeholders' Relationship Committee:

Constitution and attendance:

The committee comprises of Mrs. Amridevi Harikisan Maniyar, Mrs. Sunita Jugalkishore Maniya and Mr. Jugal Kishore Maniyar Sharma.

Attendance at the Shareholders' Grievance Committee Meeting:

Name	Designation	Category	Attendance out of 2 meetings held
Mrs. Amridevi Harikisan Maniyar	Chairman	Non-Independent	2
Mrs. Sunita Jugalkishore Maniya	Member	Non-Independent	2
Mr. Jugal Kishore Maniyar	Member	Executive	2

- During the year, the Company received No complaints on various matters. The Company has attended the same and complaints pending unresolved at the end of the financial year were NIL.

Terms of reference:

The Shareholders' Grievance Committee focuses on shareholders' grievances and strengthening of investor relations, specifically looking into redressal of grievances pertaining to:

- 1) Transfer and transmission of shares
- 2) Non-receipt of balance sheet
- 3) Non-receipt of declared dividend
- 4) Other related issues

Prohibition of Insider Trading:

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

10. Nomination and Remuneration Committee:

Constitution and attendance:

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

The Board constituted a Nomination and Remuneration Committee comprising of Mrs. Amridevi Harikisan Maniyar, Mrs. Sunita Jugalkishore Maniyar and Mr. Jugal Kishore Maniyar. Attendance at the Remuneration / Compensation Committee Meeting:

Name	Designation	Category	Attendance of meetings
Mrs. Amridevi Harikisan Maniyar	Chairman	Non-Independent	0
Mr. Jugal Kishore Maniyar Sharma	Member	Non-Independent	0
Mr. Sunita Maniyar	Member	Non-Independent	0

There were no meetings held during the year under consideration.

Terms of reference:

The terms of reference of the Remuneration Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges that include determination of the Company's policy on specific remuneration packages for Directors.

Remuneration Policy:

The remuneration of the Executive Directors is recommended by the Remuneration committee, based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry and responsibilities shouldered. The Company pays remuneration by way of salary and perquisites to its Executive Directors.

The Directors are not paid any remuneration except sitting fees. Further the company has not entered into any pecuniary relationship or transactions with the Non-executive directors.

11. General Body Meetings:

(i) Details of Annual General Meetings during the last three years

Financial Year	Day, Date & Time	Venue
2015-16	Friday, 30 th September, 2016 at 12.00 Noon	374, Katha Bazar, Ground Floor, Masjid Bunder (West), Mumbai.
2016-2017	Monday, 26 th September, 2017 at 12.00 Noon	374, Katha Bazar, Ground Floor, Masjid Bunder (West), Mumbai.
2017-18	Saturday 29 th September, 2018	125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur - 440008

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

(ii) Special Resolution Passed in the last three Annual General Meetings: Company has not passed special Resolutions during the last Annual General Meetings.

(iii) Special Resolution passed through Postal ballot last year: **NIL**

12. Disclosures:

- i. There were no transactions of material nature with its Promoters, Directors or the Management, or their relatives during the period that may have potential conflict with the interest of the company at large.
- ii. There were no transactions with the related parties under AS-18 issued by the Institute of Chartered Accountants of India.
- iii. There were no non-compliances by the Company during the year. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authorities on any matters related to the capital markets, during the previous three financial years.
- iv. The Board has adopted a Code of Conduct including for its Directors and Senior Management. This is available on the Company's web-site.
- v. The Directors of the Company have submitted before the Board a declaration of compliance with the Code of Conduct by the Directors during the financial year ended March 31, 2019.
- vi. The Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of the financial statement; the Company has not adopted a treatment different from that prescribed by any Accounting Standard.
- vii. Risk assessment and minimization procedures are periodically reviewed by the Risk Management Committee, Audit Committee and the Board of Directors of the Company.
- viii. The Whole Time Director has submitted a certificate to the Board of Directors in Compliance of Clause 49 (V) of the Listing Agreement with the Stock Exchanges.
- ix. The Company has complied with all mandatory requirements under Clause 49 of the Listing Agreement with the Stock Exchanges. The adoption of non-mandatory requirements has been dealt with in this Report.
- x. The Company has adopted the Risk Management Policy of the Company and the same is available on the Company's website.

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

- xi. The Company has adopted the Whistle Blower Policy and the same is available in the company's website.
- xii. The Company has adopted policy in handling Unpublished Price Sensitive Information and the same is available in the company's website.

13. Means of Communication:

Quarterly un-audited financial results are published in leading English/Vernacular newspapers. The half yearly report is not sent separately to the Shareholders. Annual Reports sent to the shareholders at their registered address with the company and also put up on Company's web site.

The quarterly results, shareholding pattern and other mandatory information are available at the website of Bombay Stock Exchange (www.bseindia.com).

14. General Shareholders' Information:

Annual General Meeting

Date : 30th September, 2019

Time : 4:00 P.M

Venue : 125, Wardhman Nagar Nr. Radha Krishna Mandir,
Nagpur 440008 India

Listing on Stock Exchanges	:	Bombay Stock Exchange Ltd (BSE)
Payment of Annual Listing fees	:	Listing fees for the financial year 2018-2019 has been paid to the Stock Exchanges BSE
Demat ISIN for NSDL & CDSL	:	INE167F01018

Stock performance vs. BSE:

Market Price Data during the year ended 31.03.2019: There were not trading taken place in the Company's Scrip during the year.

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

Share Transfer System

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

- Securities lodged for transfer at the Registrar's Office are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The Compliance Officer is empowered to approve transfer of shares and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc are processed by the Registrars within 30 days
- Pursuant to Clause 55A of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, certificates, on half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Pursuant to Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in-Practice for timely dematerialization of the shares of the Company and for conducting a Secretarial Audit on a quarterly basis for reconciliation of the Share Capital of the Company.

DECLARATION

In accordance with Clauses of the SEBI (Listing and Disclosure Requirements) Regulations, 2015 with the Stock exchanges, I hereby confirm that, all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct and Ethics during the financial year ended March 31.03.2018.

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

Place: Nagpur
Date: 05/09/2019

Sd/-

**Jugal Kishore Maniyar
Director
DIN: 00094237**

HARI GOVIND INTERNATIONAL LIMITED

CIN: L99999MH1989PLC050528

Registered Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008

CEO/CFO Certification

We hereby certify to the Board that:

- a) We have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2019 and to the best of our knowledge and belief.
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that, we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken or propose to take steps to rectify these deficiencies.
- d) We further certify that:
 - i) There have been no significant changes in internal control during the year;
 - ii) There have been no significant changes in accounting policies during the year,
 - iii) To the best of our knowledge, there have been no instances of fraud, involving management or an employee having a significant role in the Company's internal control systems.

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

Place: Nagpur
Date: 05/09/2019

Sd/-

**Jugal Kishore Maniyar
Director
DIN: 00094237**

DILIP JAMBHEKAR & CO
Chartered Accountants



SS-209, Swami Samarth Commercial
Complex
North Bazar Road, Dharampeth
Nagpur 440010

Vinay Sapre

FCA, Partner

Cell: 8446002071

email vpsapre2010@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HARIGOVIND INTERNATIONAL LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of HARIGOVIND INTERNATIONAL LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



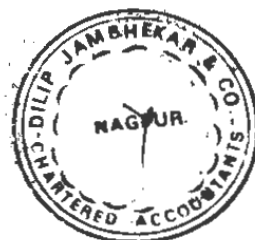
- i. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

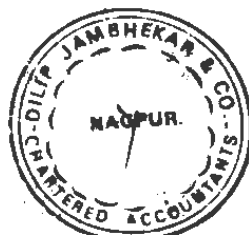
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DilipJambhekar & Co.
Chartered Accountants
FRN: 102560W

Sd/-  EA Vinay Sapre

Place:-Nagpur

Date: 30.05.2019

Membership No. 103602



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of HARIGOVIND INTERNATIONAL LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of HARIGOVIND INTERNATIONAL LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial

reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DilipJambhekar & Co.
Chartered Accountants
FRN: 102560W


CA Vinay Sapre

Place:-Nagpur
Date: 28.05.2019

Membership No. 103602



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of HARIGOVIND INTERNATIONAL LIMITED of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.

iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii(a), (b) and (c) of the order are not applicable to the Company.

iv. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

v. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.



vi. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vii. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

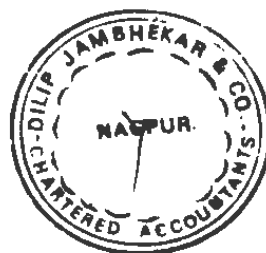
x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.



xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DilipJambhekar & Co.
Chartered Accountants
FRN: 102560W

CA Vinay Sapre

Place:-Nagpur
Date: 28.05.2019

Membership No. 103602



HARIGOVIND INTERNATIONAL LIMITED
31st March, 2019
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. : 25

A. Significant Accounting Policies

1. Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

2. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

3. Fixed Assets :-

Fixed assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

4. Depreciation :-

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method/SLM method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

5. Investments :-

Investments are stated at cost.

6. Inventories :-

Inventories are valued as under:-

1. Inventories : Lower of cost or net realizable value
2. Scrap : At net realizable value.

7. Miscellaneous Expenditure:-

Miscellaneous Expenditure comprises of Preliminary expenses that are amortized over a period of five years

8. Retirement Benefits:-

The retirement benefits are accounted for as and when liability becomes due for payment.



9. Excise Duty:-

Excise duty is charged on ad-valorem basis and is accounted for when the goods are cleared from factory site.

10. Taxes on Income:-

The effect of Accounting Standard – 22 relating to accounting for taxes on income issued by the Institute of Chartered Accountants of India is not being considered as there is no timing difference between book and taxable profits under the head 'Income from Business or Profession' of the assessee.

11. Provisions, Contingent Liabilities and Contingent Assets:- (AS-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

(B) Notes on Financial Statements

1. The SSI status of the creditors is not known to the Company; hence the information is not given.
2. Salaries includes directors remuneration on account of salary Rs NIL. /- (Previous Year Rs. NIL/-)
3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.



4. Payments to Auditors:

Auditors Remuneration	2018-19	2017-18
Audit Fees	50000	50000
Tax Audit Fees		
Company Law Matters		
Service Tax		
Total	50000	50000

5. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
6. Excise duty has not been taken into account for valuation of finished goods looking at factory site in view of accounting policy No. 9. The same has no impact on Statement of Profit and Loss.
7. No provision for retirement benefits has been made, in view of accounting policy No. 8. The impact of the same on Profit & Loss is not determined.
8. Advance to others includes advances to concerns in which directors are interested:

Name of Concern	Current Year Closing Balance	Previous Year Closing Balance
JAI HARI ORGANICS PRIVATE LIMITED	2,00,93,223/-	2,00,93,223/-

9. Related Party disclosure

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. JUGALKISHORE HARIKISAN MANIYAR
2. SUNITA J MANIYAR

(II) Relative of Key Management Personnel

1. J H MANIYAR (HUF)
- 2.



Transactions with Related parties

(Figure in Lacs) NIL

Particulars	Transactions during the year			
	Current Year		Previous year	
	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Advance Paid				
Received Back				
Deposit Received				
Deposit Repaid				
Interest Received				
Interest Paid				
Remuneration Paid				
Purchase				
Rent Paid				
Other Payment				
Job Charges				

Outstanding Balances

Particulars	Current Year		Previous year	
	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Loans Taken	NIL	NIL	NIL	13,45,000
Loans Repaid	17,12,336	NIL	1,00,000	NIL

10. Other income include Rs. NIL/- on account of interest on FDR (P.Y. Rs NIL/-)

11. Major components of Deferred tax

Particulars	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<i>A) Deferred Tax Liability</i>		-
Depreciation	0.00	0.00
Others	0.00	0.00
<i>Total</i>	0.00	0.00
<i>B) Deferred Tax Assets</i>		
Deferred tax asset fixed assets	0.00	0.00
Others	0.00	0.00
<i>Total</i>	0.00	0.00
Net Deferred Tax liabilities/(assets) (A-B)	0.00	0.00



12. % of imported & indigenous raw material & consumables

	2019		2018	
	%	Amount	%	Amount
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	0.00	0.00

13. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

14. Expenditure in Foreign Currency Nil Nil

15. Earning in Foreign Exchange Nil Nil

16. Previous year figures have been regrouped/rearranged wherever necessary.

Signature to notes 1 to 25

In terms of Our Separate Audit Report of Even Date Attached.

For DILIP JAMBHEKAR & CO.

Chartered Accountants

Sd/-
(CA VINAY PADMAKAR SAPRE)
PARTNER
Membership No. 103602
Registration No.

Place:- NAGPUR



Date: - 30.05.2019

For HARIGOVIND INTERNATIONAL LIMITED

Sd/-
JUGALKISHORE
HARIKISAN
MANIYAR
Director
DIN :
AJCPM3176G
125
DESHPANDE
LAYOUT
WARDHAMAN
NAGAR

Sd/-
Director
DIN :

HARI GOVIND INTERNATIONAL LIMITED
Statement of Balance sheet at March 31, 2019

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
A ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	2	-	-
(b) Intangible Asset	2	-	-
(c) Financial Assets			
(i) Investments	3	62,911	62,911
(ii) Other Financial Assets	3.1	8,76,878	8,76,878
(d) Advance Income Asset (Net)		-	-
(e) Other Non Current Assets	4	-	-
Total Non - Current Assets		9,39,789	9,39,789
2 Current assets			
(a) Financial Assets			
(i) Other financial assets		-	-
(ii) Trade receivables	6	9,93,014	9,93,014
(iii) Cash and cash equivalents	7	24,79,733	51,43,197
(b) Current Tax Asset (net)		-	-
(c) Other current assets	5	4,24,35,505	4,23,38,706
Total Current Assets		4,59,08,252	4,84,74,917
Total Assets (1+2)		4,68,48,041	4,94,14,706
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	8	5,00,00,000	5,00,00,000
(b) Other Equity	9.1	-1,03,37,330	-94,26,201
Total equity (I)		3,96,62,670	4,05,73,799
LIABILITIES			
2 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	2978287	4690623
(ii) Trade Payables	11	0	0
(iii) Other Financial Liabilities	13	0	0
(b) Other Liabilities	14	-	-
Total Non - Current Liabilities		29,78,287	46,90,623
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowing	10	-	-
(ii) Trade payables	11	30,04,392	30,04,392
(iii) Other financial liabilities	13	-	-
(b) Other current liabilities	14	12,02,692	11,45,892
(c) Provisions	12	-	-
Total Current Liabilities		42,07,084	41,50,284
Total Equity and Liabilities (1+2+3)		4,68,48,041	4,94,14,706

The accompanying notes are an Integral part of these financial statements

In terms of our report attached
For [Auditors]
Chartered Accountants

FOR DILIP JAMBHEKAR & CO.
Chartered Accountants

Partner

Place:

Vinay P. Sapre
Partner



Chief Financial Officer

Place:

M. Narayan
Managing Director & CEO

30 MAY 2019

HARI GOVIND INTERNATIONAL LIMITED

Statement of Profit and Loss

For the year ending March 31, 2019

Particulars	Notes No.	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Revenue from operations	15	-	14,33,447
Other income	15.1	-	-
Total Revenue (I)		-	14,33,447
Expenses			
Cost of material consumed	16	-	(2,40,125.00)
Change in inventory of Finished goods, WIP and Stock in trade	16.1	-	15,92,432.00
Employee Benefit Expense	17	1,44,200	1,39,500
Finance cost	18	68,619	1,088
Depreciation and amortisation expense	2	-	-
Other expenses	19	6,98,310	1,73,662
Total expenses (II)		9,11,129	16,66,557
PROFIT BEFORE EXCEPTIONAL ITEM AND INTEREST		(9,11,129)	(2,33,110)
Exceptional Item		-	-
Profit before tax		(9,11,129)	(2,33,110)
Tax expense: (VI)			
Current tax		-	-
Deferred tax		-	-
Taxation for prior period		-	-
Profit After Tax		(9,11,129)	(2,33,110)
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
(b) Remeasurements of the defined benefit plans		-	-
Total Comprehensive Income for the period		(9,11,129)	(2,33,110)
(Comprising Profit (Loss) and Other Comprehensive income for the			
Earnings per equity share			
1 Basic		(0.17)	(0.04)
2 Diluted		(0.17)	(0.04)

The accompanying notes are an integral part of these financial statements

In terms of our report attached
For (Auditors)

Chartered Accountants
FOR DILIP JAMBHEKAR & CO.
Chartered Accountants

Partner

Vinay P. Sapre
Partner



Manya
Managing Director & CEO

Chief Financial Officer

Place:

Date:

30 MAY 2019

Place:

Date:

HARI GOVIND INTERNATIONAL LIMITED

Statement of Changes in Equity for the year ended March 31, 2019

(Amount in Rupees)

a. Equity Share Capital	As at March 31, 2019	As at March 31, 2018
Opening Balance	5,25,00,000	5,25,00,000
Issued during the year	-	-
Closing Balance	5,25,00,000	5,25,00,000

(Amount in Rupees)

c. Other Equity	Share application money pending allotment	Retained Earning	Share Forfeiture account	Share Premium	Total
Balance as at April 1, 2017	-	-	-	-	-
Add: Loss for the year		-			-
Add: Attributable to Non Controlling Interest					
Add: Other comprehensive gain for the year					
Balance as at March 31, 2018	-	-	-	-	-
Add: Profit for the year		-			-
Add: Adjustments related to creditors not payable		-			-
Less: Bad debts related to previous year		(9,11,129)			(9,11,129)
Balance as at March 31, 2019	-	(9,11,129)	-	-	(9,11,129)

See accompanying notes forming part of the financial statements.

In terms of our report attached

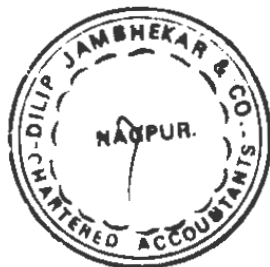
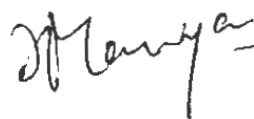
Chartered Accountants

FOR DILIP JAMBHEKAR & CO.
Chartered Accountants



Partner

Vipay P. Sapre
Partner

Chief Executive Officer & Director

Place:

Place:

Date:

Date:

HARI GOVIND INTERNATIONAL LIMITED

For the year ending March 31, 2019

Particulars		Year ended March 31, 2019 ₹
Ind AS 7.10	A <u>Cash flows from operating activities</u>	
Ind AS 7.18(b)	Profit for the year	(9,11,129)
	Adjustments for:	
	Bad debts written off	-
	Provision for doubtful debts	-
	Profit on sale of investments	-
	Depreciation and amortisation of non-current assets	-
	Change in fair value of investments	-
	Interest expense	-
	Interest income	-
	dividend received	-
	Movements in working capital:	
	(Increase)/decrease in trade receivables	-
	(Increase)/decrease in inventory	-
	(Increase)/decrease in other financial assets	-
	(Increase)/decrease in other assets	(96,799)
	Increase/(decrease) in borrowings	-
	Increase/(decrease) in trade payables	-
	(Decrease)/increase in other financial liabilities	-
	(Decrease)/increase in other liabilities	56,800
	Increase/(decrease) in provisions	-
		(39,999)
	Cash generated from operations	(9,51,128)
Ind AS 7.35	Income taxes paid	-
	Net cash generated by operating activities	(9,51,128)



Ind AS 7.10	B	<u>Cash flows from investing activities</u>	
Ind AS 7.31		Capital expenditure on fixed assets	
Ind AS 7.31		Proceeds from sale of fixed assets	-
		Purchase of current investments	-
		Proceeds from sale of current investments	-
		Purchase of non-current investments (Investment in subsidiary)	-
		receipt of security deposit	-
		Change in other non-current assets	-
		dividend received	-
		Interest received	-
		Net cash (used in)/generated by investing activities	-
Ind AS 7.10	C	<u>Cash flows from financing activities</u>	
		Amount borrowed	-
Ind AS 7.31		Payment against long term borrowing	(17,12,336)
		Receipt of security deposit	-
		Securities premium received on issue of 8% Non-cumulative compulsorily convertible Preference shares	-
		Net cash used in financing activities	(17,12,336)
		Net increase in cash and cash equivalents	(26,63,464)
		Cash and cash equivalents at the beginning of the year	51,43,197
		Cash and cash equivalents at the end of the year	24,79,733

See accompanying notes forming part of the financial statements.

In terms of our report attached
For
Chartered Accountants

For and on behalf of the Board of Directors of
HARI GOVIND INTERNATIONAL LIMITED

FOR DILIP JAMBHEKAR & CO.
Chartered Accountants


Vinay P. Sapre
Partner



HARI GOVIND INTERNATIONAL LIMITED
Notes to the financials statements for 31st March, 2019

Note No 2 : Property , plant and equipment

	As at March 31, 2019	As at March 31, 2018
Carrying amount of:		
P&M	-	-
Office Equipment	-	-
Furniture and fixture	-	-
Computer	-	-
Vehicle	-	-
Land & Building	-	-
Total	-	-

	P&M	Office Equipment	Furniture & fixture	Computer	Vehicle	Land & Building	Total	ERP Software (Intangible Asset)
Cost								
At April 1, 2017	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-	-
At March 31, 2018	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-	-
At March 31, 2019	-	-	-	-	-	-	-	-
Accumulated Depreciation/Amortisation								
At 1 April 2017	-	-	-	-	-	-	-	-
Charge for the year	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31 March 2018	-	-	-	-	-	-	-	-
Charge for the year	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31 March 2019	-	-	-	-	-	-	-	-



HARI GOVIND INTERNATIONAL LIMITED

Notes to the financials statements for 31st March, 2019

Note no. 3 : Current Investment

Particulars	As at March 31, 2019		As at March 31, 2018	
	Current	Non Current	Current	Non Current
<i>Investment in National Saving Certificate</i>	8,000.00		8,000.00	
<i>Investment in Shares Application Fees</i>	54,911.00		54,911.00	
<i>Investment in Govt Securities</i>	-		-	
<i>Investment in debentures & Bonds</i>	-		-	
<i>Investment in Mutual Fund</i>	-		-	
TOTAL (A)	62,911	-	62,911	-
GRAND TOTAL	62,911	-	62,911	-

Note no. 3.1 : Other Financial Assets

Particulars	As at March 31, 2019		As at March 31, 2018	
	Current	Non Current	Current	Non Current
<i>Bank of India Fix Deposit (PF)</i>	-		-	
<i>Earnest money</i>	-		-	
<i>Deposit with MSEB</i>	-		-	
<i>Rent Deposit</i>	-		-	
<i>Security deposit to customer</i>	-		-	
<i>Telephone deposit</i>	-		-	
<i>water deposit</i>	-		-	
<i>Other deposit</i>	8,76,878.00		8,76,878.00	
<i>RDS constructions</i>	-		-	
<i>Other Debit balances</i>	-		-	
TOTAL (A)	8,76,878	-	8,76,878	-
GRAND TOTAL	8,76,878	-	8,76,878	-

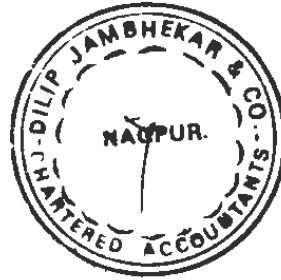


HARI GOVIND INTERNATIONAL LIMITED

Notes to the financial statements for 31st March, 2019

Note no. 4 : Other Non Current assets

Particulars	As at March 31, 2019	As at March 31, 2018
<i>Cenvat credit deferred</i>	-	-
<i>Input vat @ 4%</i>	-	-
<i>Excise balance</i>	-	-
<i>TDS and Adv tax</i>	-	-
Education cess service tax	-	-
<i>Service tax</i>	-	-
Service tax freight	-	-
GST credit	-	-
Advance to supplier	-	-
Total	-	-

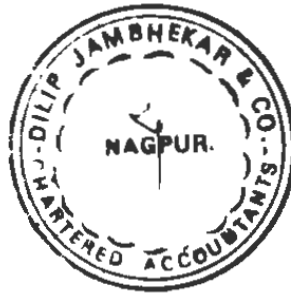


HARI GOVIND INTERNATIONAL LIMITED

Notes to the financials statements for 31st March, 2019

Note no. 5 : Other Current assets

Particulars	As at March 31, 2019	As at March 31, 2018
<i>Advance to Suppliers</i>	3,31,77,680	3,31,70,880
<i>Deposit with Government</i>	90,000	-
<i>Rent Deposit</i>	18,000	18,000
Loan to Smt. Sunita J. Maniyar	14,05,918.00	14,05,918
Other current assets	77,43,907.00	77,43,908
Total	4,24,35,505	4,23,38,706



HARI GOVIND INTERNATIONAL LIMITED

Notes to the financial statements for 31st March, 2019

Note no. 6 : Trade receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivable Unsecured		
(a) Considered Good	9,93,014	9,93,014
(b) Considered Doubtful	-	-
	9,93,014	9,93,014
Less: Allowances for doubtful debts (expected credit loss allowance)	-	-
	9,93,014	9,93,014

Notes

The credit period on sale of services is 60 to 90 days. The Company does not charge interest on delayed payments and exercise the right on its own discretion depending upon prevailing circumstances.

Before accepting a new customer, the Company obtains market feedback on the creditworthiness of the customer concerned.

Customerwise outstanding receivables are reviewed on a monthly basis and where necessary, the credit allowed to particular customers for subsequent sales is adjusted in line with their past payment performance.

Age of receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Exceeding six months	-	-
Others	-	-



HARI GOVIND INTERNATIONAL LIMITED

Notes to the financials statements for 31st March, 2019

Note no. 7: Cash and cash equivalents

Particulars	Current	
	As at March 31, 2019	As at March 31, 2018
Current Cash and bank balances		
(a) Bank balances		
- In Over Draft		
- In Current account	11,63,588	31,18,052
(b) Cash in hand	13,16,145	20,25,145
(c) Cheques on hand		
Total Cash and cash equivalent	24,79,733	51,43,197

During the current year, the Company has not entered into any non cash investing and financing activities which are not reflected in Statement of Cash Flows.

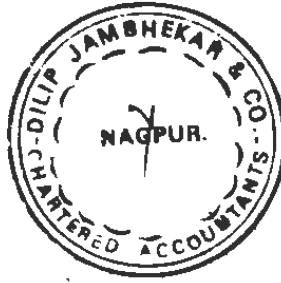


HARI GOVIND INTERNATIONAL LIMITED

Notes to the financial statements for 31st March, 2019

Note no. 9: Equity Share Capital

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised Capital 52,50,000 Equity Shares of Rs 10/- each	5,25,00,000	5,25,00,000
	5,25,00,000	5,25,00,000
Issued, Subscribed and Paid up 50,00,000 Equity Shares of Rs 10/- each Less: calls in arrears Money Received against Share Warrant	5,00,00,000	5,00,00,000
	5,00,00,000	5,00,00,000



HARI GOVIND INTERNATIONAL LIMITED
Notes to the financials statements for 31st March, 2019

Note no. 9.1: Equity Share Capital

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2019	
	No. of Shares	Amount in Rs
Equity shares		
At the beginning of the year	-	-
Add: Issued during the year	-	-
At the end of the year	-	-

(ii) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, in proportion of their shareholding.

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2016	
	Number of shares held	% holding in that class of shares
<u>Equity shares with voting rights:</u>		



Note no. 9: Other equity

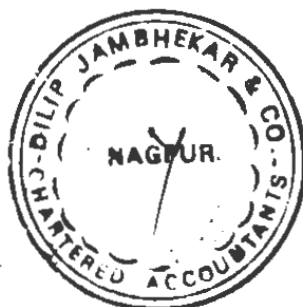
Particulars	Share Premium	Retained Earning	Share Forfeiture account	Capital Incentive	Share Application money	Total
Balances as at April 1, 2017	-	-	-	-	-	-
Additions during the year	-	-	-	-	-	-
Reductions during the year	-	-	-	-	-	-
Loss for the year	-	-	-	-	-	-
Closing as on March 31, 2018	-	-	-	-	-	-
Additions during the year	-	-	-	-	-	-
Adjustment related to creditors not payable	-	-	-	-	-	-
Reductions during the year	-	-9,11,129	-	-	-	-9,11,129
Loss for the year	-	-	-	-	-	-
Closing as on March 31, 2019	-	-9,11,129	-	-	-	-9,11,129



Note no. 9.1 : RESERVES & SURPLUS

Schedule : 2 Reserve & Surplus

Sr. No	Particulars	As at March 31, 2019	As at March 31, 2018
1	Capital Reserve		
	a) Gasifier Subsidy	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	-	-
4	Debenture Redemption Reserve		
5	Revaluation Reserve	14,99,672	14,99,672
6	State Capital Incentive	30,00,000	30,00,000
7	Other Reserve (Investment Allowance Reserve)	12,21,901	12,21,901
8	Surplus (Profit & Loss Account)	-1,60,58,903	-1,51,47,774
	Balance brought forward from previous year	-1,51,47,774	-1,49,14,664
	Less: Tax on Regular Assessment Paid	-	-
	Add: Profit for the period	-9,11,129	-2,33,110
	Total in `	-1,03,37,330	-94,26,201



HARI GOVIND INTERNATIONAL LIMITED
Notes to the financial statements for 31st March, 2019

Note no. 10: Borrowings

Particulars	As at 31.03.2019		As at 31.03.2018	
	Current	Non Current	Current	Non Current
Borrowings Unsecured Loan from Director	-	29,78,287	-	46,90,623
Total	-	29,78,287	-	46,90,623



HARI GOVIND INTERNATIONAL LIMITED

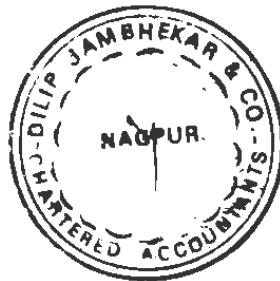
Notes to the financials statements for 31st March, 2019

Note no. 11: Trade Payables

Particulars	As at 31.03.2019		As at 31.03.2018	
	Current	Non Current	Current	Non Current
Trade payables				
Dues to Micro, Small and Medium Enterprises	-	-	-	-
Dues to Others	30,04,392	-	30,04,392	-
Total trade payables*	30,04,392	-	30,04,392	-

Amount due to "Micro or Small Enterprises" under Micro, Small and Medium Enterprises Development Act, 2006 is Rs. NIL. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. Further no interest is paid/payable to in terms of section 16 of the said Act.

The average credit period on purchases of goods is 82 days. No interest is charged on the trade payables due for more that credit period.



HARI GOVIND INTERNATIONAL LIMITED
 Notes to the financials statements for 31st March, 2019

Note - 12: Provisions

Particulars	As at 31.03.2019		As at 31.03.2018	
	Current	Non Current	Current	Non Current
Provision for employee benefits				
FBT				
Leave encashment				
Gratuity				
Wealth tax				
Total Provisions	-	-	-	-



HARI GOVIND INTERNATIONAL LIMITED

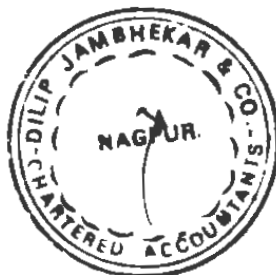
Notes to the financials statements for 31st March, 2019

Note no. 14: Other Liabilities

Particulars	As at 31.03.2019		As at 31.03.2018	
	Current	Non Current	Current	Non Current
Salary outstanding	3,083		3,083	
Professional Tax Payable	6,900		6,900	
TDS Salary	78,230		78,230	
Income Tax Payable	6,03,571		6,03,571	
Unpaid Dividend	1,260		1,260	
Providend fund Payable	16,190		16,190	
P.R.R. Enterprises, Coimbtore	25,000		25,000	
Application Money Refunded	27,940		27,940	
Payable to Employees	11,125		11,125	
Verma Electricals, Nagpur	1,50,000		1,50,000	
M/s. Dilip Jambhekar & Company	1,95,000		1,50,000	
Unpaid Special Incentive to Worker	107		107	
Canteen Contractor	1,011		1,011	
Security Deposit from Employees	9,895		9,895	
Unpaid Finish charges	27,643		27,643	
Unpaid Sales Promotion	33,937		33,937	
TDS payable (2018-19)	11,800		-	
Deferred tax liability	-		-	
TOTAL OTHER LIABILITIES	12,02,692	-	11,45,892	-

Note no. 13: Other Financial Liabilities

Particulars	As at 31.03.2019		As at 31.03.2018	
	Current	Non Current	Current	Non Current
Advance from customer	-		-	
Other creditors	-		-	
Employee bank loan	-		-	
interest on govt dues	-		-	
Income tax payable	-		-	
Govt dues	-		-	
Sales tax payable	-		-	
Non agricultural and grampanchayat tax	-		-	
Other liabilities	-		-	
Investor education and protection fund	-		-	
Employee benefit payable	-		-	
TOTAL OTHER FINANCIAL LIABILITIES	-	-	-	-



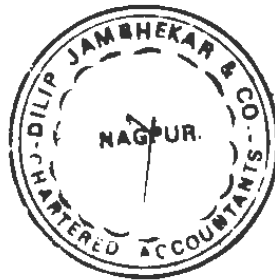
HARI GOVIND INTERNATIONAL LIMITED
For the year ending March 31, 2019

Note no -15 Revenue From Operation

Particulars	As at March 31, 2019	As at March 31, 2018
a) Central Sales <i>(Exclusive of Excise Duty)</i>	-	-
b) Export Sales	-	-
c) Sales	-	-
d) Sales Against form -E1	-	14,33,447
e) Job Work Receipts	-	-
	-	14,33,447
TOTAL	-	14,33,447

Note no -15.1 Other Income

Particulars	As at March 31, 2019	As at March 31, 2018
a) Interest Income On Security Deposits	-	-
b) Misc Income	-	-
	-	-
TOTAL	-	-



HARI GOVIND INTERNATIONAL LIMITED
For the year ending March 31, 2019

Note no -16 Cost of Material Consumed

Particulars		As at March 31, 2019	As at March 31, 2018
a)	PURCHASES OF RAW MATERIALS AND STORES		
1	Purchase During the Year	-	-
2	Fabrication Raw Material	-	-
3	Stores & Consumables	-	2,40,125
	Purchase (Other) Stock in Transit	-	-
	Sub-total (a)	-	2,40,125
b)	DIRECT/PRODUCTIONS EXPENSES		
	Processing Labour Charges	-	-
	Power & Fuel	-	-
	Packing, Freight & Forwarding	-	-
	Repair & Maintenance	-	-
	Sub-total (b)	-	-
	Total in	-	2,40,125
	TOTAL	-	2,40,125

Note no -16.1 Change in Inventories

Particulars		As at March 31, 2019	As at March 31, 2018
1	Opening Stock	-	15,92,432
2	Closing Stock	-	-
	TOTAL	-	15,92,432

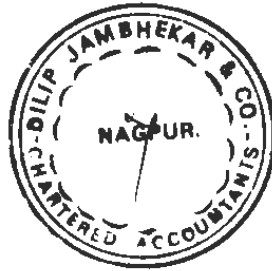


HARI GOVIND INTERNATIONAL LIMITED

For the year ending March 31, 2019

Note 16 - Employee benefits expense

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries, wages and bonus	1,44,200	1,39,500
Staff welfare expenses	-	
Total employee benefits	1,44,200	1,39,500



HARI GOVIND INTERNATIONAL LIMITED

For the year ending March 31, 2019

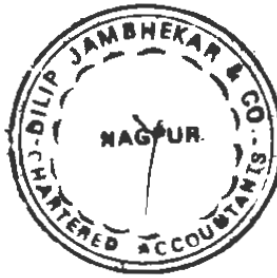
Note 17 - Finance cost

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest On Other Loans	64,200	-
Bank Charges	4,419	1,088
Bank Interest		-
Total employee benefits	68,619	1,088



HARI GOVIND INTERNATIONAL LIMITED
For the year ending March 31, 2019

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rupees	Rupees
Note 18 Other expenses		
<i>Office Expenses</i>	900	3,062
<i>BSE - Annual Listing Fees</i>	5,00,000	-
<i>Legal Expenses</i>	50,000	1,20,600
<i>Professional Charges</i>	90,800	-
<i>Auditors Remuneration</i>	50,000	50,000
<i>Interest on Delayed Payment of Taxes</i>	6,610	-
	-	-
	-	-
	6,98,310	1,73,662
Total		-



HARIGOVINDINTERNATIONALLIMITED
(CIN: L99999MH1989PLC050528)

Regd. Office: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur Nagpur MH 440008

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member(s): Registered Address:		E-mail Id: *Folio No./Client Id: DP Id :	
---	--	--	--

I/We being the member (s) of the above named Company hereby appoint:

(1) Name : _____
Address: _____
E-mail Id: _____ or failinghim:

(2) Name : _____
Address: _____ E-mail Id: _____
or failinghim:

(3) Name : _____
Address: _____
E-mail Id: _____

As my /our proxy to vote (on poll) for me /us/on my/our behalf at the **ANNUAL GENERAL MEETING** of the Company to be held on 30th September 2019 **at Noon** at 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur -MH 440008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	For	Against
	Ordinary Business		
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	Re-appointment of Mrs. Anandini Maniyar who retires by rotation.		