

**MINUTES OF THE PROCEEDINGS OF 01/2019-20 MEETING OF BOARD OF DIRECTORS OF HARI GOVIND INTERNATIONAL LIMITED HELD ON FRIDAY, 31<sup>ST</sup> MAY, 2019 AT 11:00 A.M. AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 11.00 A.M. AND CONCLUDED AT 11.50 A.M.**

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**THE FOLLOWING DIRECTORS WERE PRESENT IN PERSON IN THE MEETING:**

Mr. Jugal kishore Harikikishan Maniyar	Whole Time Director
Mrs. Amridevi Maniyar	Director
Mrs. Sunita Jagalishore Maniyar	Director

**1. CHAIRPERSON OF THE MEETING:**

Mrs. Amridevi Harikishan Maniyar, with the consent of the Board, took the Chair and presided over the meeting. She welcomed all the Directors to the meeting of the Board of Directors. Thereafter, she ascertained the quorum, and declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

**2. LEAVE OF ABSENCE:**

No leave of absence was received from any director.

**3. MODE OF PRESENCE OF QUORUM:**

All the directors were personally present throughout the meeting.

**4. TO CONFIRM AND SIGN MINUTES OF THE PREVIOUS BOARD MEETING:**

Minutes of the previous Board Meeting were circulated and on confirmation signed by the Chairperson.

**5. TO TAKE ON RECORD MINUTES OF THE AUDIT COMMITTEE MEETING:**

The minutes of previous meeting of Audit committee placed for record, were read and on confirmation signed by the Chairperson.

**6. TO TAKE ON RECORD MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING:**

The minutes of the previous meeting of Nomination and Remuneration Committee placed for record, were read and on confirmation signed by the Chairperson.

**7. TO TAKE ON RECORD MINUTES OF THE STAKEHOLDER RELATIONSHIP COMMITTEE MEETING:**

The minutes of previous Stakeholder Relationship Committee Meeting placed for record, were read and on confirmation signed by Chairperson.

#### **8 .DISCLOSURE OF INTEREST:**

The Chairperson placed before the meeting Disclosure of interest or concern received from Directors of the Company under Section 184 of the Companies Act, 2013 in Form MBP-1 prescribed under Companies (Meeting of Board and its Powers) Rules, 2014. The Board perused Form MBP-1 submitted by the Directors of the Company & decided to take the same on record for the financial year 2019-20 and after discussions the Board passed the following Resolutions:

“**RESOLVED THAT** the notices of disclosure of Director’s concern or interest (including shareholdings) pursuant to section 184 (1) of the Companies Act, 2013 and Rule 9 of the companies (Meeting of Board and its powers) Rules, 2014 as received from the Directors of the company in form MBP 1, for the financial year 2019-20 be and are hereby taken on record and the same be entered in the Register Maintained by the Company.”

#### **9. SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH, 2019:**

The Chairperson placed before the Board the Shareholding Pattern for the quarter ended 31<sup>ST</sup> March, 2019, the Board took the note of the same.

#### **10. STATEMENT OF INVESTOR COMPLAINTS FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH, 2019:**

The Chairperson placed before the Board the Statement of Investor Complaints for the quarter ended 31<sup>ST</sup> March, 2019, the Board took the note of the same.

#### **11. COMPLIANCE CERTIFICATE UNDER REG. 7 (3) OF THE SEBI (LODR) 2015 FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH 2019:**

The Chairperson placed before the Board Compliance Certificate under Reg. 7 (3) of the SEBI (LODR) 2015 for the half year ended 31<sup>ST</sup> March 2019. Board took the note of the same.

#### **12. CERTIFICATE UNDER REG. 40 (9) OF THE SEBI (LODR) 2015 FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH 2019:**

The Chairperson placed before the Board Certificate under Reg. 40 (9) of the SEBI (LODR) 2015 for the half year ended 31<sup>ST</sup> March 2019. Board took the note of the same.

#### **13. APPOINTMENT OF SECRETARIAL AUDITOR:**

The Chairperson placed before the Board for consideration of appointment of Secretarial Auditor for the financial year. The Board after discussion passed the following resolution:

**“RESOLVED THAT** pursuant to the provision of section 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act 2013, Consent of the Board is be and hereby given for appointment of M/s. Roy Jacob & Co, Company Secretaries as Secretarial Auditor of the company for the Financial Year 2019-20 and any Director of the company be and is here by authorized to fix the remuneration of the Secretarial Auditor in consultation with Audit Committee and the said Secretarial Auditor.”

**“RESOLVED FURTHER THAT,** the letter of engagement, placed before the board has been approved and any Director of the company hereby authorized to sign the and issue the same to M/s. Roy Jacob & Co, Company Secretaries as Secretarial Auditors of the Company.”

**“RESOLVED FURTHER THAT,** any one of Directors of the company be and is hereby severally authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be necessary to give effect to the above said resolution.”

#### **14. CFO CERTIFICATION:**

Board took the note of CFO certification on the financial statement for the quarter ended 31<sup>st</sup> March 2019.

#### **15. TO CONSIDER AND APPROVE THE TRANSACTIONS ENTERED, IF ANY, IN THE REGISTER OF CONTRACTS MAINTAINED UNDER SECTION 189 OF THE COMPANIES ACT, 2013:**

The Chairperson placed before the Board the Register of Contracts maintained under section 189 of the Companies Act, 2013. The Board was requested to consider and approve the same and passed the following resolution:

**“RESOLVED THAT** the Register of Contract maintained under section 189 of the Companies Act, 2013 be and is hereby approved for the period from 1<sup>st</sup> January 2019 to 31<sup>st</sup> March 2019.”

#### **16. TO TAKE ON RECORD THE CERTIFICATE OF CFO ON THE LEGAL & SECRETARIAL COMPLIANCES OF THE COMPANY:**

The Chairperson placed before the Board a Certificate of CFO along with detailed statements on various legal and secretarial compliances as applicable to the Company for the period from 1<sup>st</sup> January 2019 to 12<sup>th</sup> May, 2019.”The Board took note of the same.

#### **17. DISCLOSURES OF DIRECTORS OF THEIR STATUS UNDER SECTION 164(2):**

Certificates received from all the Directors of the Company confirming that they stand free from any disqualification from being appointed as Directors in terms of section 164(2) of the Companies Act, 2013, were placed on the table.

The Board noted that the respective Directors have confirmed that as at 31<sup>st</sup> March, 2019 they stand free from any disqualification from being appointed as Directors of the Company in terms of section 164(2) of the Companies Act, 2013.

**18. APPROVAL OF AUDITED ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2019:**

The Audited Results of the Company for the year and quarter ended on March 31, 2019, as reviewed by the Audit Committee as per clause 41 of the Listing Agreement were placed before the Meeting.

The Board discussed the same and unanimously passed the following resolution:

**“RESOLVED THAT** pursuant to Clause 41 of the Listing Agreement with the BSE Limited where the Equity Shares of the Company are listed, the audited financial results of the Company for the quarter / year ended March 31, 2019, as per the Statement placed before the meeting be and are hereby approved and that the same be signed severally by the Chairperson & Managing Director of the Company, and be submitted to the Stock Exchanges and released for publication in newspapers.”

**19. TO CONSIDER THE APPOINTMENT OF MRS. TORAL SUNIL SHAH AS THE NEW COMPANY SECRETARY OF THE COMPANY:**

The Chairperson informed the Board to consider and appoint Mrs. Toral Sunil Shah as the new Company Secretary of the Company.

The Board after discussion passed the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 203 read with rule 8 of Companies (Appointment and Remuneration) Rules, 2014 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Board be and is hereby accorded to appoint Mrs. Toral Sunil Shah, an Associate Member of Institute of Company Secretaries of India holding Membership No. ACS - A35948 and the prescribed qualification under Rule 2(1) (Appointment and Qualification of Secretary) Rules, 1988, as Whole time Company Secretary of the Company with effect from 31st May 2019, to perform the duties which may be performed by a Company Secretary under the Companies Act, 2013 and any other duties assigned to her by the Board from time to time".

**"RESOLVED FURTHER THAT** Mr. Jugalkishore Harikishan Maniyar, Director be and is hereby authorized to digitally sign and submit all necessary forms with the Registrar of

Companies (ROC), Mumbai and to do all such acts, deeds and things as may be necessary to give effect to the above resolution".

## **20. APPOINTMENT OF MRS. NAMRATA MANIAR AS CFO OF THE COMPANY:**

The Chairperson informed the Board to consider and appoint Mrs. Namrata Maniyar as the CFO of the Company.

The Board after discussion passed the following resolution

**“RESOLVED THAT** pursuant to the provisions of Section 203 of the Companies Act, 2013 and rules made thereunder, and any other applicable provisions, including any amendments thereto for the time being in force, Mrs. Namrata Maniyar be and is hereby appointed as the “Chief Financial Officer (CFO)” of the company with effect from 31<sup>st</sup> May, 2019 on the terms and conditions including the remuneration as per the draft letter of appointment tabled before the Board, initialed by the Chairperson for the purpose of identification.

**“FURTHER RESOLVED THAT** the Mr. Jugalkishore Harikishan Maniyar, Director be and is hereby authorized to digitally sign and submit all necessary forms with the Registrar of Companies (ROC), Mumbai and to do all such acts, deeds and things as may be necessary to give effect to the above resolution".

## **21. FILING OF RETURN OF EXEMPTED DEPOSITS:**

The Chairperson placed before the Board a statement of exempted deposits outstanding with the company as on 31<sup>st</sup> March 2019 and apprised the Board that Company pursuant to Rule 2 (1) (c) of the Companies (Acceptance of Deposit) Rules, 2014 should file the details with the Registrar of Companies and after discussions the Board passed the following resolutions.

**“RESOLVED THAT** company do file return of exempted deposits pursuant to Rule 2 (1) (c) of the Companies (Acceptance of Deposit) Rules, 2014 with the Registrar of Companies based on the data placed before this meeting and initialed by the Chairperson.

**RESOLVED FURTHER THAT** Mr. Jugalkishore Harikishan Maniyar, Director of the Company be and is hereby authorized to carry on the above said resolution and to do such other things and matters as may be required in this regard.”

## **22. REVIEW OF BUSINESS:**

The Board of Directors reviewed the working position of the Company and discussed about the present business plans and future prospects of the Company.

## **23. VOTE OF THANKS:**

There being no other business to transact the Meeting concluded with vote of thanks to the chair.

**PLACE: MUMBAI**  
**DATE OF ENTRY: 14/06/2019**  
**DATED: 14/08/2019**

**CHAIRPERSON**

**MINUTES OF THE PROCEEDINGS OF 02/2019-20 MEETING OF BOARD OF DIRECTORS OF HARI GOVIND INTERNATIONAL LIMITED HELD ON WEDNESDAY, 14<sup>TH</sup> AUGUST, 2019 AT 11:00 A.M. AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 11.00 A.M. AND CONCLUDED AT 11.50 A.M.**

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**THE FOLLOWING DIRECTORS WERE PRESENT IN PERSON IN THE MEETING:**

Mr. Jugal kishore Harikikishan Maniyar	Whole Time Director
Mrs. Amridevi Maniyar	Director
Mrs. Sunita Jagalikishore Maniyar	Director
Mrs. Toral Shah	Company Secretary

**BY INVITATION:**

Mrs. Namrata J. Maniyar - CFO (KMP)

**1. CHAIRPERSON OF THE MEETING:**

Mrs. Amridevi Harikishan Maniyar, with the consent of the Board, took the Chair and presided over the meeting. She welcomed all the Directors to the meeting of the Board of Directors. Thereafter, she ascertained the quorum, and declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

**2. LEAVE OF ABSENCE:**

No leave of absence was received from any director.

**3. MODE OF PRESENCE OF QUORUM:**

All the directors were personally present throughout the meeting.

**4. TO CONFIRM AND SIGN MINUTES OF THE PREVIOUS BOARD MEETING:**

Minutes of the previous Board Meeting held on 31<sup>st</sup> May, 2019 were circulated and on confirmation signed by the Chairperson.

**5. TO TAKE ON RECORD MINUTES OF THE AUDIT COMMITTEE MEETING:**

The minutes of previous meeting of Audit committee placed for record, were read and on confirmation signed by the Chairperson.

**6. UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE, 2019.**

The Un-audited Financial Results of the Company for the First Quarter ended June 30, 2019 were placed before the Board. The Board was informed that the Financial Results were earlier placed at the Audit Committee Meeting of the Directors and were discussed in detail.

The Board was also informed that the Audit Committee had recommended the same for approval of the Board.

The Board discussed and approved the Un-audited Financial Results of the Company for the First Quarter ended June 30, 2019 and Mr. Jugalkishore Maniyar Whole time Director of the Company was authorised to sign the Un-audited financial results of the Company in the format stipulated under Clause 41 of the Listing Agreement and release the same to the Stock Exchanges and Newspapers as per listing requirements of the Stock Exchanges.

#### **7. NOTING OF LIMITED REVIEW REPORT FOR THE QUARTER:**

Limited Review Report of the Un-audited Financial Results of the Company for the First Quarter ended June 30, 2019, issued by M/s Dilip Jambhekar & Co., Statutory Auditors of the Company was placed before the Board.

The Board noted the same and authorized Mr. Jugalkishore Maniyar, Whole Time Director to send the Limited Review Report to BSE Limited along with the Un-audited Financial Statements in accordance with the guidelines as envisaged in the Listing Agreement entered into with the Stock Exchanges.

#### **8. SHAREHOLDING PATTERN FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE 2019:**

The Chairperson placed before the Board the Shareholding Pattern for the quarter ended 30<sup>th</sup> June 2019. Board took the note of the same.

#### **9. STATEMENT OF INVESTOR COMPLAINTS FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE 2019:**

The Chairperson placed before the Board the Statement of Investor Complaints for the quarter ended 30<sup>th</sup> June 2019. Board took the note of the same.

#### **10. TO TAKE ON RECORD THE CERTIFICATE OF CFO ON THE LEGAL & SECRETARIAL COMPLIANCES OF THE COMPANY:**

The Compliance Officer placed before the Board a Certificate of CFO along with detailed statements on various legal and secretarial compliances as applicable to the Company for the period from 1<sup>st</sup> June, 2019 to 13<sup>th</sup> August, 2019. The Board took note of the same.

#### **13. APPOINTMENT OF AUDITOR:**



The Chairperson had informed the Board about the expiry of term of M/s Dilip Jambhekar & Co and requested the Board of directors to consider the appointment of M/s C V Paturkar & Co., Chartered Accountants, as statutory Auditors of the company and if the Board thinks fit, will pass the following resolution for appointment of new auditors in the ensuing Annual General Meeting:

**“RESOLVED THAT** pursuant to Section 139(8) of the Companies Act, 2013 M/s C V Paturkar & Co., Chartered Accountants, Mumbai (Reg. 114085W) be and are hereby appointed as Statutory Auditor of the company to hold office a term of 5 Years i.e. from the conclusion of this Annual general Meeting held for the financial year ended 2019-20 till the conclusion of the Annual General Meeting to be held for the financial year ended 2024-25, at such remuneration as mutually agreed upon between the Board of Directors of the Company and the Auditor plus reimbursement of out of pocket expense.”

#### **14. RETIREMENT OF DIRECTORS BY ROTATION:**

In accordance with the Articles of Association of the Company, Mrs. Amridevi Maniyar Director, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment pursuant to the provisions of the Companies Act, 2013.

The Company has received Form DIR-8 as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014 under Companies Act, 2013 from Mrs. Amridevi Maniyar confirming that they are not disqualified from being re-appointed as Directors of the Company under the Companies Act, 2013.

The Board took note of the same.

#### **15. TO APPROVE THE DRAFT NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING AND TO FIX THE DATE, TIME AND VENUE FOR THE MEETING:**

The Board decided the date, time and place of the 30<sup>th</sup> Annual General Meeting of the Company by passing the Following resolutions.

**“RESOLVED THAT** 30<sup>th</sup> Annual General Meeting of the Company will be held on Monday, 30<sup>th</sup> September, 2019 at 4.00 p.m. at 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur 440008.

**FURTHER RESOLVED THAT** draft notice convening the 30<sup>th</sup> Annual General Meeting of the Company as placed before the Board be and is hereby approved.”

**“FURTHER RESOLVED THAT** Mrs. Amridevi Maniyar, Director of the Company be and is hereby authorized to sign the aforesaid notice and circulate the same to the members along with audited annual accounts for the period ended 31<sup>st</sup> March 2019.”

**16. REVIEW OF BUSINESS:**

The Board of Directors reviewed the working position of the Company and discussed about the present business plans and future prospects of the Company.

**17. VOTE OF THANKS:**

There being no other business to transact the Meeting concluded with vote of thanks to the chair.

**PLACE: MUMBAI  
DATE OF ENTRY: 08/09/2019  
DATED: 14/11/2019**

**CHAIRPERSON**

**MINUTES OF THE PROCEEDINGS OF 03/2019-20 MEETING OF BOARD OF DIRECTORS OF HARI GOVIND INTERNATIONAL LIMITED HELD ON THURSDAY, 14<sup>TH</sup> NOVEMBER, 2019 AT 11:00 A.M. AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 11.00 A.M. AND CONCLUDED AT 11.50 A.M.**

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**THE FOLLOWING DIRECTORS WERE PRESENT IN PERSON IN THE MEETING:**

Mr. Jugal kishore Harikishan Maniyar	Whole Time Director
Mrs. Amridevi Maniyar	Director
Mrs. Sunita Jagalishore Maniyar	Director
Mrs. Toral Shah	Director

**BY INVITATION:**

Mrs. Namrata J. Maniyar - CFO (KMP)

**1. CHAIRPERSON OF THE MEETING:**

Mrs. Amridevi Harikishan Maniyar, with the consent of the Board, took the Chair and presided over the meeting. She welcomed all the Directors to the meeting of the Board of Directors. Thereafter, she ascertained the quorum, and declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

**2. LEAVE OF ABSENCE:**

No leave of absence was received from any director.

**3. MODE OF PRESENCE OF QUORUM:**

All the directors were personally present throughout the meeting.

**4. TO CONFIRM AND SIGN MINUTES OF THE PREVIOUS BOARD MEETING:**

Minutes of the previous Board Meeting held on 14<sup>th</sup> August, 2019 were circulated and on confirmation signed by the Chairperson.

**5. TO TAKE ON RECORD MINUTES OF THE AUDIT COMMITTEE MEETING:**

The minutes of previous meeting of Audit committee placed for record, were read and on confirmation signed by the Chairperson.

**6. TO TAKE ON RECORD MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING:**

The minutes of the previous meeting of Nomination and Remuneration Committee placed for record, were read and on confirmation signed by the Chairperson.

**7. TO TAKE ON RECORD MINUTES OF THE STAKEHOLDER RELATIONSHIP COMMITTEE MEETING:**

The minutes of previous Stakeholder Relationship Committee Meeting placed for record, were read and on confirmation signed by Chairperson.

**8. UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER, 2019.**

The Un-audited Financial Results of the Company for the Quarter ended 30<sup>th</sup> September, 2019 were placed before the Board. The Board was informed that the Financial Results were earlier placed at the Audit Committee Meeting of the Directors and were discussed in detail.

The Board was also informed that the Audit Committee had recommended the same for approval of the Board.

The Board discussed and approved the Un-audited Financial Results of the Company for the Quarter ended 30<sup>th</sup> September, 2019 and Mr. Jugalkishore Maniyar Whole time Director of the Company was authorised to sign the Un-audited financial results of the Company in the format stipulated under Clause 41 of the Listing Agreement and release the same to the Stock Exchanges and Newspapers as per listing requirements of the Stock Exchanges.

**9. NOTING OF LIMITED REVIEW REPORT FOR THE QUARTER:**

Limited Review Report of the Un-audited Financial Results of the Company for the Quarter ended 30<sup>th</sup> September, 2019, issued by M/s Dilip Jambhekar & Co., Statutory Auditors of the Company was placed before the Board.

The Board noted the same and authorized Mr. Jugalkishore Maniyar, Whole Time Director to send the Limited Review Report to BSE Limited along with the Un-audited Financial Statements in accordance with the guidelines as envisaged in the Listing Agreement entered into with the Stock Exchanges.

**10. SHAREHOLDING PATTERN FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER 2019:**

The Chairperson placed before the Board the Shareholding Pattern for the quarter ended 30<sup>th</sup> September 2019. Board took the note of the same.

**11. STATEMENT OF INVESTOR COMPLAINTS FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER, 2019:**

The Chairperson placed before the Board the Statement of Investor Complaints for the quarter ended 30<sup>th</sup> September, 2019. Board took the note of the same.

**12. COMPLIANCE CERTIFICATE UNDER REG. 7 (3) OF THE SEBI (LODR) 2015 FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH 2019:**

The Chairperson placed before the Board Compliance Certificate under Reg. 7 (3) of the SEBI (LODR) 2015 for the half year ended 31<sup>st</sup> March 2019. Board took the note of the same.

**13. CERTIFICATE UNDER REG. 40 (9) OF THE SEBI (LODR) 2015 FOR THE HALF YEAR ENDED 31<sup>ST</sup> MARCH 2019:**

The Chairperson placed before the Board Certificate under Reg. 40 (9) of the SEBI (LODR) 2015 for the half year ended 31<sup>st</sup> March 2019. Board took the note of the same.

**14. TO TAKE ON RECORD THE CERTIFICATE OF CFO ON THE LEGAL & SECRETARIAL COMPLIANCES OF THE COMPANY:**

The Compliance Officer placed before the Board a Certificate of CFO along with detailed statements on various legal and secretarial compliances as applicable to the Company for the period from 1<sup>st</sup> July, 2019 to 13<sup>th</sup> November, 2019. The Board took note of the same.

**15. APPROVAL OF THE DRAFT DIRECTORS REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019:**

The Board considered the draft of the Directors' Report to the Shareholders for the financial year ended on March 31, 2019, and after a discussion; the Board passed the following Resolution:

“RESOLVED THAT the Report of the Board of Directors of the Company for the financial year ended March 31, 2019, pursuant to section 134 of the Companies Act, 2013 together with Annexures as submitted before the meeting be and are hereby approved and Mr. Jugalkishore Maniyar, Whole Time Director of the Company and Mrs. Amridevi Maniyar, chairperson be and are hereby authorised to make all such changes as may be deemed necessary, finalize and sign the Directors Report for and on behalf of Board of Directors of the Company.”

**16. REVIEW OF BUSINESS:**

The Board of Directors reviewed the working position of the Company and discussed about the present business plans and future prospects of the Company.

**17. VOTE OF THANKS:**

There being no other business to transact the Meeting concluded with vote of thanks to the chair.

**PLACE: MUMBAI**  
**DATE OF ENTRY: 12/12/2019**  
**DATED: 01/01/2020**

**CHAIRPERSON**

**MINUTES OF THE PROCEEDINGS OF 04/2019-20 MEETING OF BOARD OF DIRECTORS OF HARI GOVIND INTERNATIONAL LIMITED HELD ON WEDNESDAY, 01<sup>ST</sup> JANUARY, 2020 AT 11:00 A.M. AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 11.00 A.M. AND CONCLUDED AT 11.50 A.M.**

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**THE FOLLOWING DIRECTORS WERE PRESENT IN PERSON IN THE MEETING:**

Mr. Jugal kishore Harikishan Maniyar	Whole Time Director
Mrs. Amridevi Maniyar	Director
Mrs. Sunita Jagalishore Maniyar	Director
Mrs. Toral Shah	Director

**BY INVITATION:**

Mrs. Namrata J. Maniyar - CFO (KMP)

**1. CHAIRPERSON OF THE MEETING:**

Mrs. Amridevi Harikishan Maniyar, with the consent of the Board, took the Chair and presided over the meeting. She welcomed all the Directors to the meeting of the Board of Directors. Thereafter, she ascertained the quorum, and declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

**2. LEAVE OF ABSENCE:**

No leave of absence was received from any director.

**3. MODE OF PRESENCE OF QUORUM:**

All the directors were personally present throughout the meeting.

**4. TO CONFIRM AND SIGN MINUTES OF THE PREVIOUS BOARD MEETING:**

Minutes of the previous Board Meeting held on 14<sup>th</sup> November, 2019 were circulated and on confirmation signed by the Chairperson.

**5. TO TAKE ON RECORD MINUTES OF THE AUDIT COMMITTEE MEETING:**

The minutes of previous meeting of Audit committee placed for record, were read and on confirmation signed by the Chairperson.

**6. TO TAKE ON RECORD MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING:**

The minutes of the previous meeting of Nomination and Remuneration Committee placed for record, were read and on confirmation signed by the Chairperson.

**7. TO TAKE ON RECORD MINUTES OF THE STAKEHOLDER RELATIONSHIP COMMITTEE MEETING:**

The minutes of previous Stakeholder Relationship Committee Meeting placed for record, were read and on confirmation signed by Chairperson.

**8. SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2019:**

The Chairperson placed before the Board the Shareholding Pattern for the quarter ended 31<sup>ST</sup> December, 2019, the Board took the note of the same.

**9. STATEMENT OF INVESTOR COMPLAINTS FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2019:**

The Chairperson placed before the Board the Statement of Investor Complaints for the quarter ended 31<sup>ST</sup> December, 2019, the Board took the note of the same.

**10. TO TAKE ON RECORD THE CERTIFICATE OF CFO ON THE LEGAL & SECRETARIAL COMPLIANCES OF THE COMPANY:**

The Compliance Officer placed before the Board a Certificate of CFO along with detailed statements on various legal and secretarial compliances as applicable to the Company for the period from 14<sup>th</sup> November, 2019 to 31<sup>ST</sup> December, 2019. The Board took note of the same.

**11. TO CONSIDER AND APPROVE THE TRANSACTIONS ENTERED, IF ANY, IN THE REGISTER OF CONTRACTS MAINTAINED UNDER SECTION 189 OF THE COMPANIES ACT, 2013:**

The Chairperson placed before the Board the Register of Contracts maintained under section 189 of the Companies Act, 2013. The Board was requested to consider and approve the same and passed the following resolution:

“**RESOLVED THAT** the Register of Contract maintained under section 189 of the Companies Act, 2013 be and is hereby approved.”

**12. UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2019**



The Un-audited Financial Results of the Company for the Second Quarter ended 31<sup>st</sup> December, 2019 were placed before the Board. The Board was informed that the Financial Results were earlier placed at the Audit Committee Meeting of the Directors and were discussed in detail.

The Board was also informed that the Audit Committee had recommended the same for approval of the Board.

The Board discussed and approved the Un-audited Financial Results of the Company for the Second Quarter ended 31<sup>st</sup> December, 2019 and Mr. Jugalkishore Maniyar Managing Director of the Company was authorised to sign the Un-audited financial results of the Company in the format stipulated under Clause 41 of the Listing Agreement and release the same to the Stock Exchanges and Newspapers as per listing requirements of the Stock Exchanges.

### **13. NOTING OF LIMITED REVIEW REPORT FOR THE QUARTER:**

Limited Review Report of the Un-audited Financial Results of the Company for the Third Quarter ended 31<sup>st</sup> December, 2019, issued by M/s C.V. Paturkar & Co., Chartered Accountants, Statutory Auditors of the Company was placed before the Board.

The Board noted the same and authorized Mr. Jugalkishore Maniyar, Managing Director to send the Limited Review Report to BSE Limited along with the Un-audited Financial Statements in accordance with the guidelines as envisaged in the Listing Agreement entered into with the Stock Exchanges.

### **14. APPOINTMENT OF MR. MAYUR BHAILAL BHANUSHALI AS AN ADDITIONAL DIRECTOR OF THE COMPANY:**

The Chairperson apprised the Board that the appointment of Mr. Mayur Bhailal Bhanushali as an Additional Director of the company will benefit the Company in its operations and placed before the Board, the letter of consent received in Form DIR-2 to act as Director of the Company. The Board discussed the matter and passed the following Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 161 and other applicable provisions of Companies Act, 2013 and pursuant to applicable clauses of Articles of Association of the Company, Mr. Mayur Bhailal Bhanushali be and is hereby appointed as an Additional Director of the Company.

**RESOLVED FURTHER THAT** any one of the Director be and is hereby authorized to sign and file relevant form relating to appointments with Registrar of Companies, Mumbai and to do such other acts, deeds, things as may be considered necessary to give effect to this resolution.”

**15. REVIEW OF BUSINESS:**

The Board of Directors reviewed the working position of the Company and discussed about the present business plans and future prospects of the Company.

**16. VOTE OF THANKS:**

There being no other business to transact the Meeting concluded with vote of thanks to the chair.

**PLACE: MUMBAI**

**DATE OF ENTRY: 28/01/2020**

**DATED: 10/02/2020**

**CHAIRPERSON**

**MINUTES OF THE PROCEEDINGS OF 05/2019-20 MEETING OF BOARD OF DIRECTORS OF HARI GOVIND INTERNATIONAL LIMITED HELD ON MONDAY, 10<sup>TH</sup> FEBRUARY, 2020 AT 11:00 A.M. AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 11.00 A.M. AND CONCLUDED AT 11.50 A.M.**

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**THE FOLLOWING DIRECTORS WERE PRESENT IN PERSON IN THE MEETING:**

Mr. Jugal kishore Harikishan Maniyar	Whole Time Director
Mrs. Amridevi Maniyar	Director
Mrs. Sunita Jagalishore Maniyar	Director
Mr. Mayur Bhilal Bhanushali	Director
Mrs. Toral Shah	Company Secretary

**BY INVITATION:**

Mrs. Namrata J. Maniyar - CFO (KMP)

**1. CHAIRPERSON OF THE MEETING:**

Mrs. Amridevi Harikishan Maniyar, with the consent of the Board, took the Chair and presided over the meeting. She welcomed all the Directors to the meeting of the Board of Directors. Thereafter, she ascertained the quorum, and declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

**2. LEAVE OF ABSENCE:**

No leave of absence was received from any director.

**3. MODE OF PRESENCE OF QUORUM:**

All the directors were personally present throughout the meeting.

**4. TO CONFIRM AND SIGN MINUTES OF THE PREVIOUS BOARD MEETING:**

Minutes of the previous Board Meeting held on 14<sup>th</sup> November, 2019 were circulated and on confirmation signed by the Chairperson.

**5. TO TAKE ON RECORD MINUTES OF THE AUDIT COMMITTEE MEETING:**

The minutes of previous meeting of Audit committee placed for record, were read and on confirmation signed by the Chairperson.

**6. TO TAKE ON RECORD MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING:**

The minutes of the previous meeting of Nomination and Remuneration Committee placed for record, were read and on confirmation signed by the Chairperson.

**7. REVIEW OF BUSINESS:**

The Board of Directors reviewed the working position of the Company and discussed about the present business plans and future prospects of the Company.

**7. VOTE OF THANKS:**

There being no other business to transact the Meeting concluded with vote of thanks to the chair.

**PLACE: MUMBAI**

**DATE OF ENTRY: 28/02/2020**

**DATED: 30/07/2020**

**CHAIRPERSON**

