

HARI GOVIND INTERNATIONAL LIMITED

REGISTERED OFFICE : 125, Wardhman nagar , Near Radha Krishna Mandir , Nagpur-08 .

EMAIL: hgil.ngp@gmail.com WEBSITE: www.hgil.in

PH : 09373126605 CIN: L99999MH1989PLC050528

NOTICE OF EXTRA ORDINARY GENERAL MEETING

**To
The Members of
Hari Govind International Ltd**

NOTICE is hereby given that the Extra-ordinary General Meeting (EGM) of the Members of Hari Govind International Ltd will be held at Registered Office at 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur - 440008, on Monday, November 03, 2025, at 11:00 AM (IST) to transact the following business:

SPECIAL BUSINESS:

TO RATIFY THE MEMBERS RESOLUTION PASSED ON JUNE 13, 2025 FOR ISSUE AND ALLOTMENT MADE OF EQUITY SHARES MADE ON PREFERENTIAL BASIS TO THE PROPOSED NON- PROMOTER/ PUBLIC CATEGORY INVESTOR FOR CONSIDERATION ON CASH:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange i.e. BSE Limited where the equity shares of the Company are listed (**“Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“Listing Regulations”**), Reserve Bank of India (**“RBI”**), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, ratification, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may

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hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to ratify the allotment and issue of **6,67,500 (Six Lakh Sixty-Seven Thousand Five Hundred)** equity shares of face value of ₹ 10/- (Indian Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 10/- (Rupees Ten only) per equity share, aggregating up to ₹ **66,75,000 (Indian Rupees Sixty-Six Lakhs Seventy-Five Thousand Only)**, to the Non-Promoter listed in the table below (hereinafter referred to as “Allottees”) as per the detailed listed below, on a preferential basis (“Preferential Allotment” determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations with the terms as set out herein, and in the Explanatory Statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations be and is hereby ratified.

Sr. No.	Name of the Proposed Allottee	Category	No. of Shares proposed to be issued
1	Kavicharla Kasi Ratnam	Non-Promoter	3,00,000
2	Kavicherla A S V Ramana	Non-Promoter	2,50,000
3	Ajit Kumar	Non-Promoter	30,000
4	Sameep Satish Uchil	Non-Promoter	87,500
	Total		6,67,500

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**”, for determining the minimum price of the equity shares being allotted to the non-promoters on a preferential basis, is **October 03, 2025**, being the date Thirty (30) days prior to the date of Extra-ordinary General Meeting i.e. November 03, 2025 in accordance with Section 62(1)(c) of the Companies Act 2013 and the applicable Rules there under. The relevant date falls on a weekend i.e. on Saturday, the day proceeding the weekend will be reckoned to be relevant date.

“**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The pre-preferential shareholding of the proposed allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- Allotment of Shares shall only be made in dematerialized form; and
- Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations".

“**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

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The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on the BSE Limited where the equity shares of the Company are currently listed”.

“RESOLVED FURTHER THAT pursuant to Regulation 170(1) of the SEBI (ICDR) Regulations, 2018, the allotment shall be completed within a period of fifteen days, however company has allotted the said equity shares on August 16, 2025, i.e. a delay of 2 days. The Company will comply with Regulation 170(2) of the SEBI (ICDR) Regulations, 2018 a fresh special resolution has been issue for shareholders’ approval”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

Place: Nagpur Date: October 07, 2025	By Order of the Board For Hari Govind International Ltd Sd/- Jugal Kishore Harikishan Maniyar Whole-Time-Director DIN: 00094237
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Notes:

1. *A member entitled to attend and vote at the Extra-ordinary General Meeting ("EGM") (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. *Members are requested to bring their attendance slip along with their copy of Notice of EGM of the Meeting.*
5. *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.*
6. *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 / Satellite Corporate Services Pvt. Ltd.*
7. *Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.*
8. *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. Satellite Corporate Services Pvt. Ltd., for consolidation into a single folio.*
9. ***Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices of EGM, Circulars, etc. from the Company electronically.***

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10. The instructions for shareholders for voting electronically are as under.

Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule- 20 of the Companies (Management and Administration) Rules, 2014, read with Secretarial Standard on General Meetings, the Company is pleased to provide members' facility to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).
- ii. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- iii. The remote e-voting period commences 31st October, 2025 (09:00a.m.) and ends on 02nd November, 2025 (05:00p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 27th October, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- iv. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In Terms of SEBI Circular dated 9th December 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https:// eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit thee-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during there mote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

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Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e- Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication,
	user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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Login type	Helpdesk details
Individual Shareholders Holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL help deskby sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘ Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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4. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
5. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@ nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.

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8. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e- Voting system. How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding share sand whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to royjacobandco@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 18001020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra (Manager) and Mr. Aman Goyal (Assistant Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self

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attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hgil.ngp@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PANcard), AADHAR (self attested scanned copy of Aadhar Card) to hgil.ngp@gmail.com you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- v. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990.
- vi. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- vii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- viii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on 27th October, 2025.
- ix. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 27th October, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or hgil.ngp@gmail.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800- 222-990.

- i. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- ii. Mr. Roy Jacob, Practicing Company Secretary, Proprietor of M/s. Roy Jacob & Co, has been appointed as the Scrutinizer for providing facility to the members of the

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Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- III. The Scrutinizer shall after the conclusion of the general meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Nagpur Date: October 07, 2025	By Order of the Board For Hari Govind International Ltd Sd/- Jugal Kishore Harikishan Maniyar Whole-Time-Director DIN: 00094237
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: RATIFICATION ON ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSED NON- PROMOTER/ PUBLIC CATEGORY INVESTOR FOR CONSIDERATION ON CASH:

In accordance with Sections 23, 42 and 62 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of equity shares (“Equity Shares”) to the Proposed Allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The Company was issued and proposed preferential equity shares on board meeting held on 14th May, 2025 and got the shareholder’s approval through postal ballot on 13th June 2025 for issue of 37,75,000 (Thirty-Seven Lakh Seventy-Five Thousand) equity shares of face value of ₹ 10/- (Indian Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 10/- (Rupees Ten only) per equity share, aggregating up to ₹ 3,77,50,000 (Indian Rupees Three Crores Seventy-Seven Lakhs Fifty Thousand Only) on preferential basis to propose promoter and non-promoter. The Company has received the In-principle approval from BSE on 30th July, 2025. The Company has allotted 28,57,500 no. of equity share on 14th August, 2025, BSE has provided listing approval for the said allotment on 22nd September, 2025 and balance 6,67,500 no. of equity shares are allotted on 16th August, 2025, the company has filed the listing application to BSE Ltd, however on listing application BSE Ltd has raised the query on 19th September, 2025 i.e. as per Regulation 170(1) of the SEBI (ICDR) Regulations, 2018, the allotment shall be completed within a period of fifteen days and BSE has observed that the allotment was made on 16th August 2025, i.e. a delay of 2 days and BSE has advice to comply with the Regulation 170(2) of the SEBI (ICDR) Regulations, 2018, hence the Company is now seeking ratification from the Shareholders of the Company for allotment made on 16th August, 2025. The Company has received Rs. 66,75,000/- on 15th August, 2025, due to unavoidable circumstances arising from a technical glitch in the banking transaction, the funds were transferred on August 15, 2025.

In accordance with Regulation 170(2) of SEBI (ICDR) Regulations, 2018, 6,67,500 Equity Shares allotted on a preferential basis is required to be ratified by the members of the Company.

The Board of Directors in its meeting held on 07th October, 2025 has ractify and decided to take the a fresh approval from the shareholders for allotment of 6,67,500 no. of equity shares on preferential basis to comply with Regulation 170(2) of the SEBI (ICDR) Regulations, 2018.

HARI GOVIND INTERNATIONAL LIMITED

REGISTERED OFFICE : 125, Wardhman nagar , Near Radha Krishna Mandir , Nagpur-08 .

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The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued there under are set forth below:

1. The allotment of the equity shares is subject to the proposed allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

Based on the recommendation of the Audit Committee vide their resolutions dated 07th October, 2025, the Board of Directors of the Company at meeting held on 07th October, 2025 has approved the issue up to 6,67,500 (Six Lakh Sixty-Seven Lakhs Five Thousand) number of Equity Shares of the Company having face value of ₹ 10/- each, at an Issue price of ₹ 10/- (Rupees Ten Only) per Equity Share, aggregating to ₹ 66,75,000 (Rupees Sixty-Six Lakhs Seventy-Five Thousand Only) on a preferential allotment basis to proposed investors to person who are the non-Promoters of the Company (referred to as “**the Investors**”) by way of on a preferential basis.

(ii) *The object / purpose of the preferential issue:

The proceeds from the Preferential Issue shall be utilized for the expansion of our retail footprint by opening new stores across Andhra Pradesh, Telangana, Karnataka, Tamil Nadu, and Kerala, as well as for meeting the working capital requirements of the Company details of the same is mentioned in the below table. However, the deployment of these funds shall commence only upon receipt of the regulatory approval. In the interim, the funds shall be parked in fixed deposits with a scheduled commercial bank or invested in a liquid / mutual fund for the optimum return, in accordance with applicable regulatory guidelines.

Utilization of Gross Proceeds along with Timeline:

Sr. No	Particulars	Total estimated amount to be utilized (Rs.)	Timelines for Utilization of Funds
1	Civil Work for New Stores	6,000,000	within 12 months on completion of the Open Offer Process
2	Interior Work for New Stores	9,450,000	
3	Office Equipment	2,400,000	
4	Rent Deposit	4,800,000	

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5	Working Capital	15,100,000	
	TOTAL	37,750,000	

Since the funds raised are less than Rs.100 Crores, there is no need to appoint a Monitoring Agency for monitoring the utilization of funds

***Note: Above object of the issue approved by shareholders of the company on June 13, 2025 through postal ballot.**

(iii) Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue up to 6,67,500 (Six Lakh Sixty-Seven Thousand) number of fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 10/- (Rupees Ten Only) per Equity as per the table specified below:

Sr. No	Name of Proposed Allottees	Maximum Number of equity shares proposed to be allotted
	Non-Promoters	
1	Kavicharla Kasi Ratnam	3,00,000
2	Kavicherla A S V Ramana	2,50,000
3	Ajit Kumar	30,000
4	Sameep Satish Uchil	87,500
	Total	6,67,500

(iv) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

None of the existing Promoters, Directors, Key Managerial Personnel or senior management personnel intends to subscribe the offer.

(v) Pricing of the Issue:

The issue of equity shares will be at ₹ 10/- per Equity Share.

(vi) Basis on which the price has been arrived at along with report of the registered valuer:

Since the equity shares of the Company are listed on BSE Limited and are infrequently traded at BSE Limited the price has been determined in accordance with Regulation 165 of the SEBI ICDR Regulations. As per the said Regulation, if the shares are infrequently traded, the minimum issue price is to be determined by an independent IBBI Registered Valuer taking into account including book value, comparable trading multiple and such other parameters and a report from independent registered valuer has been obtained in terms of Regulation 165 of SEBI ICDR Regulations, 2018.

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Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

A Certificate has been taken from Independent Registered Valuer Mr. Suman Kumar Verma (Registration No. BBI/RV/05/2019/12376) confirming the minimum price for the preferential issue as per Regulation 165 of SEBI ICDR Regulations and the same shall be made available and published on the websites of the company i.e. <https://hgil.in/wp-content/uploads/2025/10/Valuation-of-Hari-Govind-Preferntial.pdf>. The fair value per share recommended by valuer is Rs. 10/- per share as per the valuation report dated 07th October, 2025.

Further Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees. *

*Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to recomputed the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

(vii) **Relevant Date:**

The “**Relevant Date**” in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is 03rd October, 2025 (“**Relevant Date**”) being the date which is thirty (30) days prior to the date of Extra-ordinary General Meeting. The relevant date falls on a weekend i.e. on Saturday, the day proceeding the weekend will be reckoned to be relevant date.

(viii) **The class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Proposed Allottees as specified in serial number x below belonging to the Proposed Non-Promoters.

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(ix) The shareholding pattern of the issuer before and after the preferential issue:

Sr. No	Category	Pre-Issue*		Preferential Offer	Post Issue# assuming full subscription of equity shares on Preferential issue	
		Number of shares	% of shareholding	Number of Equity shares	Number of shares	% of shareholding
A	Promoters and Promoters Group Holding					
	A1) Indian					
	Individuals/Hindu undivided Family	52,50,000	66.82	NIL	52,50,000	61.58
	Any Other (specify)	0	0	0	0	0
	TOTAL (A)	52,50,000	66.82	0	52,50,000	61.58
B	Non-Promoters Shareholding					
	B1) Institutions	0	0	0	0	0
	B2) Institutions (Domestic)	0	0	0	0	0
	Banks	0	0	0	0	0
	NBFCs registered with RBI	0	0	0	0	0
	Other financial Institution	0	0	0	0	0
	B3) Institutions (Foreign)	0	0	0	0	0
	B4) Central Government/ State Government(s)/ President of India	0	0	0	0	0
	B5) Non-Institutions	0	0	0	0	0
	Investor Education and Protection Fund (IEPF)	0	0	0	0	0
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,37,450	1.75	0	1,37,450	1.61
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	17,79,700	22.65	6,67,500	24,47,200	28.71
	Non- Resident NRI	0	0	0	0	0
	Body corporate	5,00,200	6.37	0	5,00,200	5.87
	Others	1,90,150	2.42	0	1,90,150	2.23
	TOTAL (B)	26,07,500	33.18	6,67,500	32,75,000	38.42
	TOTAL (A+B)	78,57,500	100.00	6,67,500	85,25,000	100.00

Note:

- a. * Pre issue shareholding is as on 14th August, 2025.

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- b. #The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.

(x) **Proposed time within which allotment shall be completed:**

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made by the company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said equity is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals. However the allotment of the equity shares has already been done on 16th August, 2025, hence as per Regulation 170(2) Regulations, the allotment of the specified securities is not completed within fifteen days from the date of special resolution or receipt of BSE in-principle approval. In view of the above, and in compliance with Regulations 170(2) of the SEBI (ICDR) Regulations, the Company is required to obtain a fresh approval of shareholders by way of a special resolution, and accordingly to re-determine the relevant date for the purpose of pricing of the said equity shares in accordance with Chapter V of the said Regulations.

(xi) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:**

Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

Sr. No.	Name of the Proposed Allottee	Category	No. of equity Shares	Identity of the ultimate Beneficial Owners
1	Kavicharla Kasi Ratnam	Non-Promoter	3,00,000	Not Applicable
2	Kavicherla A S V Ramana	Non-Promoter	2,50,000	Not Applicable
3	Ajit Kumar	Non-Promoter	30,000	Not Applicable
4	Sameep Satish Uchil	Non-Promoter	87,500	Not Applicable
	Total		6,67,500	

(xii) **The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

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Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	*No. & % of Equity Shares held prior to the Preferential Allotment		No. of Equity Shares to be issued and allotted	#No. & % of Post issue Equity and voting share capital (Assuming full allotment of Equity Shares)	
			No. of equity shares	%age		No. of shares	%age
	Non Promoters						
1	Kavicharla Kasi Ratnam	Not Applicable	NIL	N.A	3,00,000	3,00,000	3.52
2	Kavicherla A S V Ramana	Not Applicable	NIL	N.A	2,50,000	2,50,000	2.93
3	Ajit Kumar	Not Applicable	NIL	N.A	30,000	30,000	0.35
4	Sameep Satish Uchil	Not Applicable	50,000	0.64	87,500	1,37,500	1.61
	Total		50,000	0.64	6,67,500	7,17,500	8.42

Note:

- * Pre issue shareholding is as on 14th August, 2025.
- #The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.

(xiii) **Changes in control, if any, in the Company consequent to the issue:**

There shall be no change in the control or management of the Company. However, voting rights will change in random with the shareholding pattern.

(xiv) **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:**

On 14th August, 2025 the Company has allotted total 10 (Ten) number of allottees 28,57,500 number of equity shares having face value of ₹ 10/- each, at a price of ₹ 10/- (Rupees Ten Only) per Equity Share, aggregating to ₹ 2,85,75,000 (Rupees Two Crore Eighty-Five Lakhs Seventy-Five Thousand Only) on a preferential basis to proposed promoter and non-promoter of the Company during the financial year 2025-26.

(xv) **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:**

Not applicable as the allotment is not being made for consideration other than cash.

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(xvi) **Lock in Period:**

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations.

- (xvii) **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary M/s SPSN And Associates Peer Review No.: 6138/2024 through Partners Mrs. Sangeeta Panchal (Membership No. F13180; COP: 21500) certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as required under chapter V, Regulation 163 (2) of SEBI (ICDR) Regulations has been obtained. The Certificate will also be available on the Company's website <https://hgil.in/wp-content/uploads/2025/10/18-ICDR-Certificate-of-Compliance-2nd.pdf>

(xviii) **Undertakings:**

In accordance with the SEBI ICDR Regulations;

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- ii. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
- iii. The Company was obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before the in-principle approval from the BSE where its equity shares are listed;
- iv. The Company is in compliance with the conditions for continuous listing;
- v. All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- vi. No person belonging to the promoter / promoter group have sold / transferred any equity shares of the Company during 90 trading days preceding the Relevant Date.
- vii. The Proposed Allottees have not sold/transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date.
- viii. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.

(xix) **Disclosure pertaining to wilful defaulters or a fraudulent borrower:**

Neither the Company nor any of its promoters or directors is wilful defaulters or a fraudulent borrower.

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(xx) **Disclosure pertaining to Fugitive Economic Offender:**

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(xxi) **Current and proposed Status of the Proposed Allottee post preferential issue:**

The proposed allotment shall be made to the promoters as well as to the non-promoters, and the details of the same are mentioned below:

<u>Sl. No.</u>	<u>Name of the Proposed Allottee</u>	<u>Current Status of the Proposed Allottee</u>	<u>Proposed status of the Proposed Allottee post the preferential issue</u>
1	Kavicharla Kasi Ratnam	Non-Promoter	Non-Promoter
2	Kavicherla A S V Ramana	Non-Promoter	Non-Promoter
3	Ajit Kumar	Non-Promoter	Non-Promoter
4	Sameep Satish Uchil	Non-Promoter	Non-Promoter

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution.

Accordingly, the Board, therefore, recommends the proposed resolution to the Notice, to the members of the company for their approval by way of passing Special resolution.

Place: Nagpur Date: October 07, 2025	By Order of the Board For Hari Govind International Ltd Sd/- Jugal Kishore Harikishan Maniyar Whole-Time-Director DIN: 00094237
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Registered Office

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ATTENDANCE SLIP

I hereby record my presence at the Extra-ordinary General Meeting of the Company at 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur - 440008, on Monday, November 03, 2025, at 11:00 AM (IST)

Name of Shareholders _____ _____	DP ID* _____
Registered Address _____ _____ _____ _____	CLIENT ID* : _____
	FOLIO NO : _____
	NO.OF SHARES : _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of Notice of EGM.

Signature of the Shareholder/Proxy

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PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and 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:

I/We being the members of _____ shares of Hari Govind
International Limited, hereby appoint:

1) Name : _____

Address: _____

E-mail ID : _____ or failing him

2) Name : _____

Address: _____

E-mail ID : _____ or failing him

3) Name : _____

Address: _____

E-mail ID : _____

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/our and my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Monday 03rd November, 2025 at 11:00 AM (IST). at 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur - 440008 and at any adjournment thereof in respect of such resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

Signed this..... day of..... 2025

Signature of shareholder

Signature of first proxy Signature of second proxy Signature of proxy holder third proxy holder

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Resolutions No.	Resolutions	For	Against
1	RECTIFICATION ON ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROPOSED NON-PROMOTER/ PUBLIC CATEGORY INVESTOR FOR CONSIDERATION ON CASH		

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

(4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.