

**MINUTES OF THE PROCEEDINGS OF 01/2020-21 MEETING OF MEMBERS OF AUDIT COMMITTEE OF HARIGOVIND INTERNATIONAL LIMITED HELD ON THURSDAY, 30<sup>TH</sup> JULY, 2020 AT 02:00 PM AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 02:00 P.M. AND CONCLUDED AT 02:30P.M.**

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

**The following Members present:**

1. Mayur Bhailal Bhanushali - Chairman (Independent Director)
2. Amridevi Harikishan Maniyar - Member
3. Jugalkishore Harikishan Maniyar - Member

**BY INVITATION:**

**Mr. Devashish V. Chitaley** - **Statutory Auditor**  
(Partner of M/s C. V Paturkar & Co. Chartered Accountants)

**Mrs. Namrata Maniyar** - **CFO**

**CHAIRMAN OF THE COMMITTEE AND QUORUM:**

Mr. Mayur Bhailal Bhanushali elected as the Chairman for the meeting and as the requisite quorum was present meeting was called to order.

**. TO GRANT LEAVE OF ABSENCE, IF ANY:**

All the members of the Committee were present at the Meeting.

**2. MODE OF PRESENCE OF QUORUM:**

All the members are personally present throughout the meeting.

**3. TO TAKE ON RECORD SIGNED MINUTES OF THE PREVIOUS AUDIT COMMITTEE MEETING:**

The signed minutes of the previous Audit Committee Meeting was placed before the members of the committee and was taken on record.

**4. TO TAKE ON RECORD THE CERTIFICATE ON THE LEGAL & SECRETARIAL COMPLIANCES OF THE COMPANY FOR THE QUARTER ENDED ON 31<sup>ST</sup> MARCH 2020:**

The Compliance Officer tabled before the Committee members, a Certificate received from 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 2020 to 31<sup>st</sup> March 2020. The Committee members took note of the same.

**5. TO CONSIDER AND TAKE ON RECORD THE BALANCE SHEET, PROFIT & LOSS ACCOUNT TOGETHER WITH NOTES TO ACCOUNTS AND CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020:**

The CFO placed before the Committee the Balance Sheet as at 31<sup>st</sup> March 2020 and Profit and Loss Account together with Notes to Accounts along with the Cash Flow Statement for the year ended 31<sup>st</sup> March 2020.

The Members of the Committee discussed all the matters relating to the financial accounts for the year ended on 31<sup>st</sup> March 2020 and after some discussion passed the following resolution:

“**RESOLVED THAT** pursuant to the provisions of section 134 and any other applicable provisions of the Companies Act, 2013, the Standalone Balance Sheet as at 31<sup>st</sup> March 2020 and Profit & Loss Account together with Notes to Accounts and Cash Flow Statement for the year ended 31<sup>st</sup> March 2020 as placed before the Audit Committee and initialed by the Chairman for the purpose of identification be and are hereby approved and any Director, Director of the Company be and is hereby authorized to place the same before the Board.”

**6. TO CONSIDER AND REVIEW THE FINANCIAL STATEMENTS FOR THE QUARTER AND YEAR ENDED 31<sup>ST</sup> MARCH, 2020:**

The following financial statements were presented to the Committee for their review and consideration:

- a) Certification from CFO with regard to the Financial Statements for the quarter ended 31<sup>st</sup> March, 2020.
- b) Statement of Investment made by the company for the quarter ended 31<sup>st</sup> March, 2020.

The Members discussed on various matters relating to the financial statements of the Company and after discussion passed the following resolution:

“**RESOLVED THAT** the Financial Statements for the quarter ended 31<sup>st</sup> March, 2020 as placed before the Committee be and is hereby reviewed and approved and the same be placed before the Board of Directors for their consideration.”

**7. TO CONSIDER AND APPROVE THE AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH, 2020:**

The CFO placed before the Committee the Audited Financial Results of the Company for the quarter ended 31<sup>st</sup> March, 2020. The Committee discussed on various matters relating to the Audited financial results of the Company and after due deliberations and discussions passed the following resolution:

“**RESOLVED THAT** Audited Financial Results for the Quarter ending 31<sup>st</sup> March, 2020 as placed before the Committee be and is hereby considered and taken on record.”

**8. TO REVIEW & APPROVE THE TRANSACTIONS ENTERED IN THE REGISTER OF CONTRACTS MAINTAINED UNDER SECTION 189 MADE BY THE COMPANY DURING THE PERIOD FROM 1<sup>ST</sup> JANUARY, 2020 TO 31<sup>ST</sup> MARCH, 2020:**

The Compliance Officer placed before the committee the extract of the Register maintained under section 189 of the Companies Act, 2013. The committee reviewed and took note of the transactions entered in the said register and passed the following resolution subject to confirmation by the Board.

“**RESOLVED THAT** the transactions entered in 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, 2020 to 31<sup>st</sup> March, 2020.”

The Contract Register was placed before the members of the Committee for their consideration and approval.

**9. TO TAKE ON RECORD THE CERTIFICATE ON THE LEGAL & SECRETARIAL COMPLIANCES OF THE COMPANY FOR THE QUARTER ENDED ON 30<sup>TH</sup> JUNE, 2020:**

The Compliance Officer tabled before the Committee members, a Certificate received from CFO along with detailed statements on various legal and secretarial compliances as applicable to the Company for the period from 1<sup>st</sup> April 2020 to 30<sup>th</sup> June 2020. The Committee members took note of the same.

**10. TO REVIEW & APPROVE THE TRANSACTIONS ENTERED IN THE REGISTER OF CONTRACTS MAINTAINED UNDER SECTION 189 MADE BY THE COMPANY DURING THE PERIOD FROM 1<sup>ST</sup> APRIL, 2020 TO 30<sup>TH</sup> JUNE, 2020:**

The Compliance Officer placed before the committee the extract of the Register maintained under section 189 of the Companies Act, 2013. The committee reviewed and took note of the transactions entered in the said register and passed the following resolution subject to confirmation by the Board.

“**RESOLVED THAT** the transactions entered in 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> April, 2020 to 30<sup>th</sup> June, 2020.”

The Contract Register was placed before the members of the Committee for their consideration and approval.

**11. TO AUTHORIZE MR. MAYUR BHAILAL BHANUSHALI TO SUBMIT THE MINUTES OF THE LAST AUDIT COMMITTEE MEETING TO THE BOARD OF DIRECTORS FOR THEIR CONSIDERATION:**

The Chairman on behalf of the Committee authorized Mr. Mayur Bhailal Bhanushali to submit the Minutes of last Audit Committee Meeting to the Board for their consideration.

**12. VOTE OF THANKS:**

There being no other business to transact, the Meeting concluded with a vote of thanks to the Chair.

**PLACE: MUMBAI**  
**DATE OF ENTRY: 28/08/2020**  
**DATED: 15/09/2020**

**CHAIRMAN**



**MINUTES OF THE PROCEEDINGS OF 02/2020-21 MEETING OF MEMBERS OF AUDIT COMMITTEE OF HARIGOVIND INTERNATIONAL LIMITED HELD ON TUESDAY, 15<sup>TH</sup> SEPTEMBER, 2020 AT 02:00 PM AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHMAN NAGAR NR. RADHA KRISHNA MANDIR, NAGPUR 440008 WHICH COMMENCED AT 02:00 P.M. AND CONCLUDED AT 02:30P.M.**

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

**The following Members present:**

1. Mayur Bhailal Bhanushali - Chairman (Independent Directors)
2. Amridevi Harikishan Maniyar - Member
3. Jugalkishore Harikishan Maniyar - Member

**BY INVITATION:**

**Mr. Devashish V. Chitale** - **Statutory Auditor**  
(Partner of M/s C. V Paturkar & Co. Chartered Accountants)

**Mrs. Namrata Maniyar** - **CFO**

**1. CHAIRMAN OF THE COMMITTEE AND QUORUM:**

Mr. Mayur Bhailal Bhanushali elected as the Chairman for the meeting and as the requisite quorum was present meeting was called to order.

**2. TO GRANT LEAVE OF ABSENCE, IF ANY:**

All the members of the Committee were present at the Meeting.

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

All the members are personally present throughout the meeting.

**4. TO TAKE ON RECORD SIGNED MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON 30<sup>TH</sup> JULY, 2020:**

The signed minutes of the Audit Committee Meeting held on 30<sup>th</sup> July, 2020 was placed before the members of the committee and was taken on record.

**5. TO AUTHORIZE MR. MAYUR BHAILAL BHANUSHALI TO SUBMIT THE MINUTES OF THE LAST AUDIT COMMITTEE MEETING TO THE BOARD OF DIRECTORS FOR THEIR CONSIDERATION:**

The Chairman on behalf of the Committee authorized Mr. Mayur Bhailal Bhanushali to submit the Minutes of Audit Committee Meeting held on 30<sup>th</sup> July, 2020 to the Board for their consideration.

**6. VOTE OF THANKS:**

There being no other business to transact, the Meeting concluded with a vote of thanks to the Chair.

**PLACE: MUMBAI**

**DATE OF ENTRY: 14/10/2020**

**DATED: 11/11/2020**

**CHAIRMAN**

**MINUTES OF THE PROCEEDINGS OF 03/2020-21 MEETING OF MEMBERS OF AUDIT COMMITTEE OF HARIGOVIND INTERNATIONAL LIMITED HELD ON WEDNESDAY, 11<sup>TH</sup> NOVEMBER, 2020 AT 02:00 PM AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 02:00 P.M. AND CONCLUDED AT 02:30P.M.**

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

**The following Members present:**

1. Mayur Bhailal Bhanushali - Chairman (Independent Directors)
2. Amridevi Harikishan Maniyar - Member
3. Jugalkishore Harikishan Maniyar - Member

**II. BY INVITATION:**

**Mr. Devashish V. Chitale** - **Statutory Auditor**  
(Partner of M/s C. V Paturkar & Co. Chartered Accountants)

**III. CHAIRMAN OF THE COMMITTEE AND QUORUM:**

Mr. Mayur Bhailal Bhanushali elected as the Chairman for the meeting and as the requisite quorum was present meeting was called to order.

**1. TO GRANT LEAVE OF ABSENCE, IF ANY:**

All the members of the Committee were present at the Meeting.

**2. MODE OF PRESENCE OF QUORUM:**

All the members are personally present throughout the meeting.

**3. TO TAKE ON RECORD SIGNED MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON 15<sup>TH</sup> SEPTEMBER, 2020:**

The signed minutes of the Audit Committee Meeting held on 15<sup>th</sup> September, 2020 was placed before the members of the committee and was taken on record.

**5. 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, 2020 to 30<sup>th</sup> September, 2020. The Board took note of the same.

**6. TO TAKE ON RECORD THE LIMITED REVIEW REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 2020:**

The CFO placed before the committee the limited review report received from M/s C. V Paturkar & Co. Chartered Accountants, Statutory Auditors for the quarter ended 30th September, 2021. The committee members after discussion took note of the same.

**7. TO REVIEW THE FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER, 2020:**

The following financial statements were presented to the Committee for their review and consideration:

- a) Certification from CFO with regard to the Financial Statements for the quarter ended 30<sup>th</sup> September, 2020.
- b) Statement of Investment made by the company for the quarter ended 30<sup>th</sup> September, 2020.

The Members discussed on various matters relating to the financial statements of the Company and after discussion passed the following resolution:

“**RESOLVED THAT** the Financial Statements for the quarter ended 30<sup>th</sup> September, 2020 as placed before the Committee be and is hereby reviewed and approved and the same be placed before the Board of Directors for their consideration.”

**8. TO REVIEW AND APPROVE THE UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER, 2020:**

The CFO placed before the Committee the Un-Audited Financial Results of the Company for the quarter ended 30<sup>th</sup> September, 2020. The Committee discussed on various matters relating to the Audited financial results of the Company and after due deliberations and discussions passed the following resolution:

“**RESOLVED THAT** Audited Financial Results for the Quarter ending 30<sup>th</sup> September, 2020 as placed before the Committee be and is hereby considered and taken on record.”

**9. 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 Committee 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> July, 2020 to 30<sup>th</sup> September, 2020.



**10. TO AUTHORIZE MR JUGALKISHORE HARIKISHAN MANIYAR TO SUBMIT THE MINUTES OF THE LAST AUDIT COMMITTEE MEETING TO THE BOARD OF DIRECTORS FOR THEIR CONSIDERATION:**

The Chairman on behalf of the Committee authorized Mr. Mayur Bhailal Bhanushali to submit the Minutes of Audit Committee Meeting held on 15<sup>th</sup> September, 2020 to the Board for their consideration.

**11. VOTE OF THANKS:**

There being no other business to transact, the Meeting concluded with a vote of thanks to the Chair.

**PLACE: MUMBAI**

**DATE OF ENTRY: 10/12/2020**

**DATED: 13/02/2021**

**CHAIRMAN**

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**MINUTES OF THE PROCEEDINGS OF 04/2020-21 MEETING OF MEMBERS OF AUDIT COMMITTEE OF HARIGOVIND INTERNATIONAL LIMITED HELD ON SATURDAY, 13<sup>TH</sup> FEBRUARY, 2021 AT 02:00 PM AT ITS REGISTERED OFFICE OF THE COMPANY AT 125, WARDHAMAN NAGAR, NR. RADHA KRISHNA MANDIR, NAGPUR-440008 WHICH COMMENCED AT 02:00 P.M. AND CONCLUDED AT 02:30P.M.**

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**I. THE FOLLOWING MEMBERS WERE PRESENT IN PERSON IN THE MEETING:**

**The following Members present:**

1. Mayur Bhailal Bhanushali - Chairman (Independent Directors)
2. Amridevi Harikishan Maniyar - Member
3. Jugalkishore Harikishan Maniyar - Member

**II. BY INVITATION:**

**Mr. Devashish V. Chitaley** - **Statutory Auditor**  
(Partner of M/s C. V Paturkar & Co. Chartered Accountants)

**III. CHAIRMAN OF THE COMMITTEE AND QUORUM:**

Mr. Mayur Bhailal Bhanushali, elected as the Chairman for the meeting and as the requisite quorum was present meeting was called to order.

**1. TO GRANT LEAVE OF ABSENCE, IF ANY:**

All the members of the Committee were present at the Meeting.

**2. MODE OF PRESENCE OF QUORUM:**

All the members are personally present throughout the meeting.

**3. TO TAKE ON RECORD SIGNED MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON 11<sup>th</sup> NOVEMBER, 2020:**

The signed minutes of the Audit Committee Meeting held on 11<sup>th</sup> November, 2020 was placed before the members of the committee and was taken on record.

**4. TO TAKE ON RECORD THE CERTIFICATE OF COMPLIANCE OFFICER ON THE LEGAL & SECRETARIAL COMPLIANCES OF THE COMPANY:**

The Compliance Officer placed before the members of the committee the Certificate containing detailed statements on various legal and secretarial compliances as applicable to the Company for the period from 1st October, 2020 to 31<sup>st</sup> December, 2020. The Board took note of the same.

**5. TO REVIEW & APPROVE THE TRANSACTIONS ENTERED IN THE REGISTER OF CONTRACTS MAINTAINED UNDER SECTION 189 MADE BY THE COMPANY DURING THE PERIOD FROM 01<sup>ST</sup> OCTOBER, 2020 TO 31<sup>TH</sup> DECEMBER, 2020:**

The Compliance Officer placed before the committee the extract of the Register maintained under section 189 of the Companies Act, 2013. The committee reviewed and took note of the transactions entered in the said register and passed the following resolution subject to confirmation by the Board.

“**RESOLVED THAT** the transactions entered in 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> October, 2020 to 31<sup>st</sup> December, 2020.”

The Contract Register was placed before the members of the Committee for their consideration and approval.

**6. TO TAKE ON RECORD THE LIMITED REVIEW REPORT FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2020:**

The CFO placed before the committee the limited review report received from M/s. NSVR & Associates LLP, Statutory Auditors for the quarter ended 31<sup>st</sup> December, 2020. The committee members after discussion took note of the same.

**7. TO CONSIDER AND REVIEW THE FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2020:**

The following financial statements were presented to the Committee for their review and consideration:

- a) Certification from CFO with regard to the Financial Statements for the quarter ended 31<sup>st</sup> December, 2020.
- b) Statement of Investment made by the company for the quarter ended 31<sup>st</sup> December, 2020.

The Members discussed on various matters relating to the financial statements of the Company and after discussion passed the following resolution:

“**RESOLVED THAT** the Financial Statements for the quarter ended 31<sup>st</sup> December, 2020 as placed before the Committee be and is hereby reviewed and approved and the same be placed before the Board of Directors for their consideration.”

**8. TO CONSIDER AND APPROVE THE UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2020:**

The CFO placed before the Committee the Un-Audited Financial Results of the Company for the quarter ended 31<sup>st</sup> December, 2020. The Committee discussed on various matters relating to the Un-Audited financial results of the Company and after due deliberations and discussions passed the following resolution:

**“RESOLVED THAT** Un-audited Financial Results for the Quarter ending 31<sup>st</sup> December, 2020 as placed before the Committee be and is hereby considered and taken on record.

**9. TO AUTHORIZE MR MAYUR BHAILAL BHANUSHALI TO SUBMIT THE MINUTES OF AUDIT COMMITTEE MEETING TO THE BOARD OF DIRECTORS FOR THEIR CONSIDERATION:**

The Chairman on behalf of the Committee authorized Mr. Mayur Bhailal Bhanushali to submit the Minutes of Audit Committee Meeting held on 13th February, 2021 to the Board for their consideration.

**11. APPROVAL OF PAYMENT TO STATUTORY AUDITOR FOR THE OTHER SERVICES RENDERED:**

The chairman informed the committee about the other services rendered by the Statutory Auditor and also approved the payment for the other services rendered by the Statutory Auditor.

**12. TO REVIEW AND OVERSEE WHISTLE BLOWER MECHANISM/ VIGIL MECHANISM OPERATIVE IN THE COMPANY TILL DATE:**

The Compliance Officer placed before the Committee list of complaints/issues as were communicated by the Whistle Blower till date and requested the members of the Committee to offer their comments and views on the issues mentioned in the list.

The members of the Committee noted the complaints and issues as informed by the Whistle Blower to the Whistle blower Administrator, and after discussing on the same passed the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of the LODR Regulation, 2015 and the Whistle Blower Policy of the Company there were no complaints / issues reported till date to the Whistle–Blower Administrator and hence the committee takes the same on record.

**RESOLVED FURTHER THAT** the Whistle–Blower Administrator is authorized to make timely review on the vigil mechanism in the Company.”

**13. CONSIDERED AND REVIEWED THE REPORT PLACED BEFORE THE COMMITTEE AS PER REGULATION 9 AND SCHEDULE B OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:**

In pursuance of provisions Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015 the compliance officer had submitted to the Committee a report as required under sub-regulation (1) of regulation 9 and Schedule B. Accordingly, the Company Secretary & Compliance Officer placed the aforementioned report before the Committee. The Committee reviewed the information cited in the same.

The Committee considered the matter and passed the following resolution unanimously:

**“RESOLVED THAT** pursuant to sub-regulation (1) of regulation 9 and Schedule B of the Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015, the following information as placed before the Committee for the financial year be reviewed and taken on record:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
a	Details of Trading plans submitted by Insiders	No trading plans were submitted by any Insiders of the Company.
b	Details of pre-clearances given by the compliance officer and trades made against them	No pre-clearance requests were received
c	Details of non-compliances, violation of the Regulations, contravention with the Code and Regulations such as trades without pre-clearances, contra trades, leakage of UPSI etc.	There were no cases of non-compliances, violation of the Regulations, contravention with the Code and Regulations such as trades without pre-clearances, contra trades, leakage of UPSI etc.
d	Synopsis of regulatory amendments to the Regulations, if any	SEBI had vide their notification dated August 05, 2021 amended SEBI Insider Trading Regulations. The said notification was applicable from the 120th day of publication i.e effective from December 02, 2021. The same is placed before the Board for their review and discussion..
e	Report on the functioning of Internal Committee to investigate the leakage of UPSI as a part of internal control process	There was no leakage of UPSI as a part of internal control process
f	Creation/Revocation/Release of pledge of Securities	There was no Creation/Revocation/Release of pledge of Securities
g	Changes made in the Code of Conduct / Fair Disclosures	No changes were made in the Code of Conduct / Fair Disclosures
h	Any other matter, the Compliance Officer considers material to be brought to the Notice of the Audit Committee/ Board of Directors of the Company	N.A.
i	Leakage of any UPSI and the results of investigations conducted, if any.	There was no leakage of any UPSI

#### **14. VOTE OF THANKS:**

There being no other business to transact, the Meeting concluded with a vote of thanks to the Chair.

**PLACE: MUMBAI**  
**DATE OF ENTRY: 10/03/2021**  
**DATED: 16/06/2021**

**CHAIRMAN**