**Date: September 30, 2025**

To,
Department of Corporate Services
**BSE Limited**
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001

**Script Code (BSE): 542682**

**Subject: Proceedings of the 15th Annual General Meeting under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of Harish Textile Engineers Limited.**

**Dear Sir/Madam,**

We wish to inform you that in terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest Circular being, General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and in accordance with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "SEBI Circulars"), the 15th Annual General Meeting ("AGM") of the Company was held on Tuesday, September 30, 2025 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue to transact the business as stated in the Notice dated September 04, 2025, convening the AGM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company which is the deemed venue of the Meeting.

Pursuant to Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the proceedings of the 15th Annual General Meeting of the Company.

The above information is also available on the Company's Website at www.harishtextile.com.

The 15th Annual General Meeting commenced at 11:00 a.m. and concluded at 11:27 a.m.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

**For Harish Textile Engineers Limited**

SANDEEP KIRTIKUMAR GANDHI

Digitally signed by SANDEEP KIRTIKUMAR GANDHI
Date: 2025.09.30 19:39:14 +05'30'

**Sandeep Gandhi**
**Managing Director**
**DIN: 00941665**

**Place: Mumbai**

Encl.: Copy as above

## PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY

The 15th Annual General Meeting ("AGM") of Harish Textile Engineers Limited ("the Company") was held on Tuesday, **30th September, 2025** at 11.00 a.m. (IST) through **Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")**, without the physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with the Guidance/Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the AGM.

**Directors Present through VC:**

1. Mr. Sandeep K. Gandhi, Chairman and Managing Director – Mumbai

2. Mr. Sunil Bhirud, Executive Director and Member of the Audit Committee and Stakeholders' Relationship & Grievance Committee – Umbergaon, Gujarat

3. Mr. Mahesh Sapariya, Independent Director and Member of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship & Grievance Committee – Mumbai

4. Mr. Ashwini Gupta, Independent Director and Member of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship & Grievance Committee – Mumbai

*Mrs. Bhavna Brahmbhatt, Independent Director, was unable to attend the meeting due to unavoidable circumstances and was granted leave of absence by the Board.*

**By Invitation through VC:**

1. Mr. Pinkesh Upadhyay- Chief Financial Officer

2. Mr. Pravin Panchiwala and Mr. Mayur Swadia- Partners, M/s. K. M. Swadia & Co., Statutory Auditors

3. Mr. Keyur Shah- Representative of Practicing Company Secretary of M/s. D N Vora & Associates, Secretarial Auditors and Scrutinizer for the 15th Annual General Meeting

4. Mr. Ravi Dasija- Proprietor of M/s. Ravi H. Dasija & Co., Internal Auditor

Mr. Sandeep Gandhi, Managing Director of the Company, being appointed as Chairman for the meeting, chaired the 15th Annual General Meeting.

The number of shareholders as on the record date i.e. 23.09.2025 were **9,869**.

**The details of number of shareholders present in the meeting are as follows:**

| Category | Promoter and Promoter Group | Public | Total |
|---|---|---|---|
| **In Person** | N.A. | N.A. | N.A. |
| **Through Proxy** | N.A. | N.A. | N.A. |
| **Through Video Conference** | 4 | 107 | 111 |
| **Total** | 4 | 107 | 111 |

1. Mr. Sandeep Gandhi, Managing Director of the Company, chaired the proceedings of the AGM. Ms. Priya Gupta, Company Secretary, informed that the AGM was conducted through VC / OAVM. This meeting was convened and was being conducted in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI).

2. Ms. Priya Gupta, Company Secretary of the Company, welcomed all the members and called the meeting to order as requisite quorum was present.

3. She informed that the Register of Directors and Key Managerial Personnel and their Shareholding, and the Register of Contracts or Arrangements in which Directors are interested, were available for inspection during the course of the 15th AGM in electronic mode, and members desiring to inspect these documents were requested to send an email to the Company at the designated email address provided in the Notice of AGM.

4. She informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility.

5. The Company Secretary informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e- voting commenced at 9:00 a.m. (IST) on Thursday, 25th September, 2025 and ended at 5:00 p.m. (IST) on Monday, 29th September, 2025 in proportion to their shares held as on the cut-off date of 23rd September, 2025 on all the Ordinary and Special Resolutions as set out in the Notice of AGM. The Company Secretary informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.

6. The Company had appointed Ms. Dipali Vora, Company Secretary (M. No. ACS 46989 & C.P. No. 21254) Proprietor of M/s. D N Vora & Associates, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the AGM in a fair and transparent manner.

7. She further informed that the Company had not received any authorized representation for equity shares, and hence, no portion of the voting capital has been represented.

8. The Company Secretary then requested the Board of Directors to introduce themselves.

9. The Company Secretary then invited the Chairman to deliver his speech. The Chairman delivered his speech.

10. The Company Secretary declared that the Notice convening the 15th AGM, Board's Report, and the Financial Statements along with the Auditors' Report for the financial year ended 31st March, 2025, had been sent through electronic mode to the Members. Accordingly, the Notice was taken as read. She then informed the members that the Statutory Auditor, M/s. K.M. Swadia & Co., and the Secretarial Auditor, M/s. D N Vora & Associates, had expressed qualified opinions in their respective audit reports for the FY 2024-2025. There were a few material qualifications, observations or adverse comments affecting the Company's functioning. The Statutory Auditor's Report is available on page no. 80 of the Annual Report. The Secretarial Audit Report is attached as Annexure III of the Board's Report on page no. 73.

11. Mr. Pinkesh Upadhyay, Chief Financial Officer invited the members who had registered themselves as speakers to address the meeting through VC/OAVM.

12. A few shareholders who had registered themselves as speakers asked questions during the meeting. The Chairman responded to the queries raised by the shareholders.

13. The Company Secretary further declared that the following items of business, as per the Notice of AGM dated 04th September, 2025, were put to vote through remote e-voting and e-voting at the AGM:

| Sr. No. | Particulars | Type of Resolution |
|---|---|---|
| 1 | Adoption of Audited Standalone Financial Statements and the Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2025. | Ordinary Resolution |
| 2 | Appointment of Mr. Sandeep Kirtikumar Gandhi (DIN: 00941665) as Director, liable to retire by rotation. | Ordinary Resolution |
| 3 | To consider the Ratification of Remuneration payable to Cost Auditor for the Financial Year 2025-2026. | Ordinary Resolution |
| 4 | Approval for Material Related Party Transaction for the Financial Year 2025-2026. | Ordinary Resolution |
| 5 | Appointment of M/s. D N Vora & Associates, Practicing Company Secretaries as Secretarial Auditors for a period of five consecutive years i.e., F.Y. 2025-2026 to F.Y. 2029-2030 and fix their remuneration. | Ordinary Resolution |
| 6 | Approval for Borrowing Power. | Special Resolution |

14. Thereafter, Ms. Priya Gupta announced for voting to be taken electronically (e-voting). She announced that the e-voting results along with the consolidated Scrutinizer's Report will be declared within two working days of the conclusion of AGM and the same will be posted on the website of the Company www.harishtextile.com. She also informed that the voting results would also be intimated to BSE Limited.

15. Ms. Priya Gupta thanked the Members present through VC and there being no other business to be transacted, the AGM was concluded at 11:27 a.m. Thereafter, the members who had

not casted their vote through remote e-voting, were given the opportunity to cast vote electronically for next 15 minutes' post which the e-voting lines were closed.

The 15th Annual General Meeting commenced at 11:00 a.m. and concluded at 11:27 a.m.

Kindly take the same on your records.

For **Harish Textile Engineers Limited**

SANDEEP KIRTIKUMAR GANDHI
Digitally signed by SANDEEP KIRTIKUMAR GANDHI
Date: 2025.09.30 19:39:47 +05'30'

**Sandeep Gandhi**
**Managing Director**
**DIN: 00941665**

**Date: 30-09-2025**
**Place: Mumbai**