



**PROCEEDINGS OF THE TENTH ANNUAL GENERAL MEETING OF THE COMPANY**

The 10<sup>th</sup> Annual General Meeting ('AGM') of Harish Textile Engineers Limited ('the Company') was held on Wednesday, September 30, 2020 at 11.30 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'), the Securities and Exchange Board of India ('SEBI') and other social distancing norms in view of the challenges and risk faced due to the ongoing Corona Virus (Covid-19) pandemic.

In accordance with the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI') read with Guidance/Clarification dated April 15, 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:**

Mr. Sandeep Gandhi, Managing Director - Registered Office, Mumbai  
Mr. Hitendra Desai, Whole-time Director, Executive Director - Registered Office, Mumbai  
Mr. Pinkesh Upadhyay, Chief Financial Officer - Registered Office, Mumbai  
Mr. Ritesh Patel, Independent Director - Registered Office, Mumbai  
Mr. Nainesh Trivedi, Independent Director - Registered Office, Mumbai

**By Invitation through VC:**

Mr. Mayur Swadia- Partner, K. M. Swadia & Co., Statutory Auditors  
Ms. Shruti Shah – Scrutinizer  
Mr. H. B. Upasani - Proprietor, H B Upasani & Co., Secretarial Auditor  
Mr. Ravi Dasija- Internal Auditor

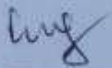
Mr. Sandeep Gandhi, Managing Director, chaired the 10<sup>th</sup> Annual General Meeting.

The number of shareholders as on record date i.e. September 23, 2020, were 9644.

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.   | -     |
| Through Proxy/Authorized Representative | N.A.                        | N.A.   | -     |
| Video Conference                        | 5                           | 31     | 36    |
| Total                                   | 5                           | 31     | 36    |

1. Mr. Sandeep Gandhi, Managing Director of the Company chaired the proceedings of the AGM. Ms. PoojaPatwa, Company Secretary of the Company welcomed all the members and called the meeting to order as requisite quorum was present. She then requested the Board of Directors to introduce them.
2. Ms. PoojaPatwa, Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Chairman 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. She also informed that the Company has provided live webcast facility for the Members to view the live proceedings of the AGM.
3. Ms. PoojaPatwa then handed over to Mr. Sandeep Gandhi, to precede the meeting, the Chairman than delivered his speech.
4. Thereafter, Ms. PoojaPatwa declared that the Notice convening the 10<sup>th</sup> AGM, Boards' Report and the Financial Statements along with Auditors' Report for the financial year ended March 31, 2020 had been sent through electronic mode to the Members. Accordingly, the Notice was taken as read. The Auditor informed the Members that there are no qualification in their Auditor Report except for one qualification regarding gratuity payment. Since there was qualification in Auditors' Report, she handed over to Mr. PinkeshUpadhyay, CFO of the Company. He informed the members that there was one qualification in the statutory audit report about non-provision of gratuity liability on actuarial basis. After consolidation of all the businesses, the company is now in the process of getting this liability ascertained through actuary for all the eligible employees. He then handed over to Ms. PoojaPatwa.







5. The Company Secretary, than 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 Sunday, 27<sup>th</sup> September, 2020 and ended at 5.00 p.m. (IST) on Tuesday, 29<sup>th</sup> September, 2020 in proportion to their shares held as on cut-off date of September 23, 2020 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. Shruti H. Shah, Practicing Company Secretary (FCS No. 8852), 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.

The following items of business, as per the Notice of AGM dated September 7, 2020, were put to vote through remote e-voting and e-voting at the AGM:

| Sr. No. | Particulars  | Type of Resolution |
|---------|--|--------------------|
| 1       | Adoption of Audited Balance Sheet and Profit & Loss Account for the financial year ended as at March 31, 2020, the Audited Financial Statements for the said financial year and the Reports of Board of Directors and Auditors thereon | Ordinary           |
| 2       | Appointment of director in place of Mr. Sandeep Gandhi (Din: 00941665), who retires from the office of Managing director by rotation and being eligible, offers himself for re-appointment.  | Ordinary           |
| 3       | Alteration of Articles of Association of the Company.  | Special            |
| 4       | Issue of Equity Shares on a Preferential Basis to Non-promoters and other outsider investors through cash.   | Special            |
| 5       | Appointment of Mrs. Meena Mistry (Din no.: 07142544) as an Independent Director.   | Ordinary           |
| 6       | Appointment of Mr. Ritesh Patel (Din no.: 00700189) as an Independent Director.  | Ordinary           |
| 7       | Appointment of Mr. Nainesh Trivedi (Din no.: 08816850), as an Independent Director.  | Ordinary           |

## HARISH TEXTILE ENGINEERS LTD.

CIN No.: U29119MH2010PLG201521



Thereafter, the Company Secretary announced for voting to be taken electronically (e-voting).

The Company Secretary announced that the e-voting results along with the Scrutinizer's Report shall be announced at the registered office of the Company and the same will be displayed on the website of the Company [www.harishtextile.com](http://www.harishtextile.com). The Chairman also informed that the voting results would also be intimated to BSE Limited.

The Company Secretary thanked the Members present through VC and concluded the AGM at 12.05 p.m. after being open for 15 minutes for e-voting to be completed.

Post completion of the Annual General Meeting, after scrutiny of votes, the Scrutinizer submitted his Report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions (Ordinary and Special) embodied in the Notice of Annual General Meeting dated 07<sup>th</sup> September, 2020 were passed with requisite majority.

For, **Harish Textile Engineers Limited**

A handwritten signature in black ink, appearing to read "Sandeep Gandhi", is written over a horizontal line.

**Sandeep Gandhi**  
**Managing Director**  
**Din No.:00941665**