

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the members of **Harish Textile Engineers Limited** (CIN: U29119MH2010PLC201521) will be held on Monday, 30th Day of September, 2019 at 9.30 A.M., at 2nd Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai - 400069, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Hitendra Desai (Din: 00452481), who retires from the office of director by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. K M Swadia & Company, Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Fourteenth Annual General Meeting and to fix their remuneration:

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. K M Swadia & Company, Chartered Accountants (Registration No. 110740W), be and is hereby re-appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Fourteenth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbusement of applicable taxes and actual out of pocket and travelling expenses incurred.

SPECIAL BUSINESS

4. Appointment of Mr. Sandeep Gandhi (DIN No. : 00941665) as Managing Director:

To consider and if thought fit to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment(s) (including corresponding provisions, if any of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such other consent(s), approval(s), permission(s) as may be necessary in this regard, and as per Article 59 of the Articles of Association of the Company and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s), permission(s) as may be agreed to by Board of Directors (hereinafter referred as board , which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Sandeep Gandhi (Din no. 00941665), as Managing Director of the Company, for a period of 5 (Five) years with effect from December 30,2018, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Sandeep Gandhi, as Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be necessary, expedient or proper to give effect to the above resolution."

5. Appointment of Mr. Hitendra Desai (Din no.: 00452481) as Whole-time Director:

To consider and if thought fit to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment(s) (including corresponding provisions, if any of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any other law and subject to such other consent(s), approval(s), permission(s) as may be necessary in this regard and as per Article 59 of the Articles of Association of the Company and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s), permission(s) as may be agreed to by Board of Directors (hereinafter referred as board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Hitendra Desai (Din. No. 00452481), as Whole Time Director of the Company, for a period of 5 (Five) years with effect from December 30,2018, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Hitendra Desai, as Whole Time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be necessary, expedient or proper to give effect to the above resolution."

6. Appointment of Ms. Ratna Jhaveri (Din no.: 07732263) as an Independent Director:

To consider and if thought fit to pass, the following resolution as **Ordinary Resolution**

"RESOLVED that **Ms. Ratna Jhaveri (DIN 07732263)** who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 10, 2018 and who holds office up to the

date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 64 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of **Ms. Ratna Jhaveri (DIN 07732263)** who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years till the conclusion of the 14th Annual General meeting of the company to be held in the year 2024, be and is hereby approved."

7. Appointment of Mr. Abhinav Anand (Din no.: 07732241) as an Independent Director:

To consider and if thought fit to pass, the following resolution as **Ordinary Resolution**

"RESOLVED THAT Mr. Abhinav Anand (**DIN07732241**) who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 10, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 64 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Abhinav Anand (**DIN-07732241**) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years till the conclusion of the 14th Annual General meeting of the company to be held in the year 2024, be and is hereby approved."

8. Borrowing Powers:

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

"RESOLVED THAT in supersession of earlier resolution passed with approval of members in general meeting and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency by way of availing of long/short term loans, commercial papers, by way of issue of bonds/notes and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only).

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors

For **Harish Textile Engineers Ltd.**

Sandeep Gandhi
Managing Director
DIN No.: 00941665

Hitendra Desai
Executive Director
DIN No.: 0045248

Date: September 05, 2019

Place: Mumbai

Registered Office

2nd Floor, 19 Parsi Panchayat Road,

Andheri (East),

Mumbai-400069

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 & 4 of the Notice, is annexed hereto. The relevant details as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the Annual General Meeting for Item no. 3 to 8 is furnished as annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
3. At the 4th AGM held on September 30, 2014 the members approved appointment of M/s. K. M. Swadia & Co., Chartered Accountants Firm (Firm Registration No. 110740W) as Statutory Auditors of the Company to hold office from the conclusion of 4th AGM till the conclusion of the 9th AGM, subject to ratification of their appointment by Members at every AGM. The statutory auditors are completing its term as statutory auditors and they are eligible for the Re appointment for the further term of 5 years.
4. SEBI in its press release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.
5. Members / Proxies should bring the enclosed attendance slip duly filled in, mentioning details of their DP ID and Client ID/Folio No. for attending the meeting, along with the Annual Report.
6. The proxy holder shall provide his identity proof at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
7. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote in their behalf at the Meeting.

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Monday, the 23rd day of September, 2019 to Sunday, the 29th day of September, 2019. (both days inclusive).
9. The Members holding the shares in physical form may obtain the nomination form from the Company's Registrar & Share transfer agent- Bigshare Services Pvt. Ltd. (BSPL) and are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or BSPL for assistance in this regard.
10. Members desirous of getting any information in respect of the content of the annual report are requested to forward the queries to the Company at least 10 days prior to the annual general meeting so that the required information can be made available at the Company.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, BSPL in case the shares are held by them in physical form.
15. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
16. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE417B01040.

17. Annual Listing fees for the year 2019-20 has been paid to all stock exchange wherein shares of the Company are listed.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
19. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.harishtextile.com.
17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
18. A Route Map showing directions to reach the venue of 9th Annual General Meeting is annexed in the last page.
19. Voting through electronic means:
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services as provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The process and manner for remote e-voting are as under:

A. How do I vote electronically using NSDL e-Voting system?

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL 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.
4. 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*****
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***

5. Your password details 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 mailbox.

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, your 'initial password' is communicated to you on your postal address.
6. 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 mentioning your Demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csshurutishah@gmail.com, with a copy marked to evoting@nsdl.co.in.
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) - Shareholders and remote e-voting user manual for members, available at the downloads Section of www.evoting.nsdl.com or toll free no. 1800-222-990 or send a request at evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories) or requesting physical copy]:

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- ii. Please follow all steps from point A above, to cast vote.

C. Other Instructions:

- i. The remote e-voting period commences on September 24, 2019 (9:00 am IST) and ends on September 28, 2019 (5:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019, may cast their vote by remote e-voting. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. 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).
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the login ID and password by sending a request at www.evoting@nsdl.co.in.
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.
- iv. 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 of September 23, 2019.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- vi. Ms. Shruti H. Shah, Practicing Company Secretary (FCS No.8852) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner and she has consented to act as a scrutinizer.
- vii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter 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 forty eight

hours of the conclusion of the AGM, 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.

- ix. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- x. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.harishtextile.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 9th AGM of the Company on September 30, 2019 and communicated to the BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

For **Harish Textile Engineers Ltd.**

Sandeep Gandhi
Managing Director
DIN No.: 00941665

Hitendra Desai
Executive Director
DIN No.: 0045248

Date: September 05, 2019

Place: Mumbai

Registered Office

2nd Floor, 19 Parsi Panchayat Road,
Andheri (East),
Mumbai-400069

EXPLANATORY STATEMENTS

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos.3 to 8 of the accompanying Notice

Item No. 3:

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. K M Swadia & Company, Chartered Accountants (Registration No. 110740W), term expires at the ensuing Annual General Meeting.

M/s. K M Swadia & Company, Chartered Accountants (Registration No. 110740W), being eligible for re-appointment have offered themselves for re-appointment.

The Board of Directors after considering the recommendations of the Audit Committee had re-appointed M/s. K M Swadia & Company, Chartered Accountants, (Registration No. 110740W), as the Statutory Auditors of the Company, subject to the approval of the members. The Board has proposed remuneration of upto Rs. 7,50,000 per annum and re-imbursalment of applicable taxes, and actual out of pocket and travelling expenses and such other cost incurred, as may be mutually agreed between the Board of Directors of the Company and the Auditors. The quantum of the annual increase will be decided by the Board of Directors. The proposed Auditors shall hold office for a period of five consecutive terms from the conclusion of this Annual General Meeting till the conclusion of Fourteenth Annual General Meeting of the Company to be held in the year 2024.

M/s. K M Swadia & Company, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

The Board considered various parameters like capability to serve a diverse and complex business landscape, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. K M Swadia & Company to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. K M Swadia & Company, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution

The Board recommends the resolution at item No. 3 for approval by member.

ITEM NO. 4

Mr. Sandeep Gandhi, who was appointed as Managing Director by Board of Directors at the Board meeting held on 30th day of December, 2018 for a period of 5 (Five) Years with effect from 30/12/2018.

Mr. Sandeep Gandhi is Master of Business Administration from USA and having handsome experience of more than 3 decades.

The remuneration package of Mr. Sandeep Gandhi, as determined by the Remuneration Committee at its meeting held on 10.12.2018 and approved by the Board of Directors at the Board Meeting held on December 30, 2018, is forming the part of Item no. 4 of the Agenda for this Meeting.

The Board of directors will also be at liberty to alter, vary and revise the remuneration from time to time within the limit prescribed under Schedule V to the Companies Act, 2013, or any amendment or statutory modifications thereto.

In the terms of provisions of the Companies Act, 2013, consent of shareholders is required for the appointment of Mr. Sandeep Gandhi as the Managing Director. The Board recommends the resolution for the approval of the members as a Special resolution. The copy of the Board resolution and the letter issued to Mr. Sandeep Gandhi, Managing Director will be available for inspection between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) at the corporate office of the Company.

None of the Directors of the Company except Mr. Sandeep Gandhi is concerned or interested in the proposed resolution.

The broad particulars of the Remuneration payable to and the terms of appointment of Mr. Sandeep Gandhi are as under:

Period of Agreement: From 30.12.2018 to 29-12-2023

1. Salary : Rs. 10,00,000/- per month (Rupees Ten Lakhs Only)
2. Commission : No Commission
3. Perquisites : In addition to the above, the Managing Director shall be entitled to the all the perquisites listed herein below:
 1. The Managing Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
 2. The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
 3. Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.
 4. Bonus for the financial year, at the discretion of the board.
 5. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
 6. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
 7. The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites as determined by the Board of Directors, subject to the limits stipulated under Part II Section II of Schedule V read with Section 196 and 197 of the Companies Act, 2013, subject to maximum remuneration to be paid, as might be decided by the Board of Directors.

- b. In the event of loss or inadequacy of profits in any financial year during the tenure, the Company would pay Mr. Sandeep Gandhi remuneration, perquisites not exceeding the ceiling laid down in Part II Section II of Schedule V of the Companies Act, 2013, as might be decided by the Board of Directors.
- c. "Family" means the spouse and dependent children of the Managing Director.
- d. Leave with full pay and allowances shall be allowed as per the Company's rules.
- e. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- f. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- g. The Managing Director shall not be liable to retire by rotation.
The Company entered into separate agreement with Mr. Sandeep Gandhi, which contained inter alia, the above terms and conditions.

The information below is in relation to the proposal contained in item No.4 of the Notice relating to re-appointment of Mr. Sandeep Gandhi as Managing Director of the Company.

I. General Information

(1) Nature of Industry:

The Company is in the business of Manufacturing of Textile Processing and Finishing Machineries.

(2) Date or expected date of commencement of commercial production:

The Company has been in business for the past 9 Years.

(3) In case of new companies, expected date of commencement of activities:

Not applicable, as the Company is an existing Company.

(4) Financial performance based on given indicators:

(in Lakhs)

Particulars	31.03.2019	31.03.2018	31.03.2017
Sales(Gross)	3932.74	3934.35	4184.73
Profit before Tax	133.06	82.18	118.95
Profit after Tax	94.87	57.60	82.39
Shareholders fund	805.96	698.59	560.99
Rate of dividend on equity shares (%)	-	-	-

(5) Foreign investments or collaborators, if any: N. A.

II. Information about the appointee:

(i) Background details:

Mr. Sandeep Gandhi is Master of Business Administration from USA and having handsome experience of more than 3 decades.

(ii) Past Remuneration:

For the financial year 2017-2018, Mr. Sandeep Gandhi has total remuneration was Rs. 52,20,000/-.

(iii) Recognition or awards/ Job profile and his suitability:

Mr. Sandeep Gandhi has managed the Company ably since inception. In the opinion of the Board, he is eminently suited for the position he holds.

(iv) Remuneration proposed:

The remuneration of Mr. Sandeep Gandhi is set out in point no.1.

(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.:

The remuneration of Mr. Sandeep Gandhi is in tune with the remuneration in similar sized companies in similar segment of business.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any:

Mr. Sandeep Gandhi is the promoter of the Company and founder of the Company. He has equity holdings in the Company. He has no other pecuniary relationship directly or indirectly with the Company or any of its directors other than Mr. Kirti Gandhi, Non-Executive director of the Company.

(III) Other Information

Reasons of inadequate profits: Overall Liquidity crunch in the market and general industry has affected the operational capacity utilization of the company. These has resulted in higher Cost in terms of production and hence inadequate profits during the year.

Steps taken or proposed to be taken for improvements:

The Company has taken various steps to improve efficiency and reduce costs including right sizing of manpower. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

The agreement also sets out the duties and various obligations of Mr. Sandeep Gandhi. The appointment of Mr. Sandeep Gandhi by way of a special resolution, as Managing Director and minimum remuneration payable to him are required to be approved by the Members at this Annual General Meeting.

Mr. Sandeep Gandhi is concerned and interested in this resolution, as it relates to his relative's reappointment and payment of remuneration. No other director is directly or indirectly concerned or interested.

The Board recommends the resolution at item No. 4 for approval by member.

ITEM NO. 5

Mr. Hitendra Desai Director of the Company (DIN: 00452481) who retires by rotation in the ensuing annual general meeting and, being eligible, offers himself for re-appointment.

Subject to the approval of Members in the 9th Annual General Meeting to be held on 30th September, 2019, the Board of Directors of the Company (the Board), at its meeting, held on December 30, 2018, appointed Mr. Hitendra Desai (DIN: 00452481) as Whole Time Director (Executive Director) of the Company, for a period of 5 (Five) years with effect from December 30, 2018, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

Subject to the approval of Members in the ensuing Annual General Meeting, Mr. Hitendra Desai Director of the Company (DIN: 00452481) to be appointed as Whole Time Director of the Company for a period of 5 (Five) years with effect from December 30, 2018 on the remuneration determined by the Remuneration Committee of the Board (the Remuneration Committee) at its meeting held on 10.12.2018.

A brief profile of Mr. Hitendra Desai, nature of their expertise in specific functional areas and names of companies in which they hold Directorship and membership/chairmanship of Board Committee's as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, are annexed hereto.

The remuneration package of Mr. Hitendra Desai, as determined by the Remuneration Committee dated 10.12.2018 and approved by the Board of Directors at the Board Meeting held on December 30, 2018 is forming the part of the Resolution under Item no. 5 of the Agenda for this Meeting.

Mr. Hitendra Desai appointment as a Whole-time director on the Board of the Company was on the basis of them being liable to retire by rotation. They will continue to be the Whole-time director of the Company till his term comes for retirement by rotation. They are eligible to seek re-election at the Annual General Meeting in which they retire by rotation.

The Board of directors will also be at liberty to alter, vary and revise the remuneration from time to time within the limit prescribed under Schedule V to the Companies Act, 2013, or any amendment or statutory modifications thereto.

The broad particulars of the Remuneration payable to and the terms of the respective appointment of Mr. Hitendra Desai are as under:

Period of Agreement: From 30.12.2018 to 29.12.2024

1. Salary : Rs. 1,65,000/- per month (Rupees One Lakh Sixty five thousand Only)
2. Perquisites : In addition to the above, the Whole Time Director shall be entitled to the all the perquisites listed herein below:
 - i. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
 - ii. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
 - iii. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.

- iv. Bonus for the financial year, at the discretion of the board.
- v. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- vi. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- vii. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Other terms and conditions:

a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole Time Director, salary and perquisites as determined by the Board of Directors, subject to the limits stipulated under Part II Section II Schedule V read with Section 196 and 197 of the Companies Act, 2013, subject to maximum remuneration to be paid, as might be decided by the Board of Directors.

b. In the event of loss or inadequacy of profits in any financial year during the tenure, the Company would pay Mr. Hitendra Desai, remuneration, perquisites not exceeding the ceiling laid down under Part II Section II of Schedule V read with Section 196 and 197 of the Companies Act, 2013, as might be decided by the Board of Directors.

c. "Family" means the spouse and dependent children of the Whole Time Director.

d. Leave with full pay and allowances shall be allowed as per the Company's rules.

e. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

f. No sitting fees shall be paid to the Whole Time Director for attending the meetings of the Board of Directors or Committees thereof.

g. The Whole Time Director shall be liable to retire by rotation.

The Company has entered into separate agreement with Mr. Hitendra Desai which contains inter alia, the above terms and conditions.

Mr. Hitendra Desai is concerned and interested in this resolution, as it relates to his / relatives appointment and payment of remuneration.

No other director is directly or indirectly concerned or interested.

The information below is in relation to the proposal contained in item No.5 of the Notice relating to re-appointment of Mr. Hitendra Desai as Whole-Time Directors of the Company.

I. General Information

(1) Nature of Industry:

The Company is in the business of Manufacturing of Textile Processing and Finishing Machineries.

(2) Date or expected date of commencement of commercial production:

The Company has been in business for the past 9 Years.

(3) In case of new companies, expected date of commencement of activities:

Not applicable, as the Company is an existing Company.

(4) Financial performance based on given indicators:

(in Lakhs)

Particulars	31.03.2019	31.03.2018	31.03.2017
Sales(Gross)	3932.74	3934.35	4184.73
Profit before Tax	133.06	82.18	118.95
Profit after Tax	94.87	57.60	82.39
Shareholders fund	805.96	698.59	560.99
Rate of dividend on equity shares (%)	-	-	-

(5) Foreign investments or collaborators, if any: N. A.

II. Information about the appointee:

(i) Background details:

Mr. Hitendra Desai is Commerce Graduate with over 3 decades of Experience in Accounts and Legal.

(ii) Past Remuneration:

Remuneration for the Financial Year 2017-18

Mr. Hitendra Desai: Rs. 16,80,000/-

(iii) Recognition or awards/ Job profile and his suitability:

Mr. Hitendra Desai have managed the affairs of the Company ably since inception. In the opinion of the Board, they are eminently suited for the position they holds.

(iv) Remuneration proposed:

The remuneration of Mr. Hitendra Desai is set out in point no.1.

(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person. The remuneration of Mr. Hitendra Desai is in tune with the remuneration in similar sized companies in similar segment of business.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.

Mr. Hitendra Desai has no other pecuniary relationship directly or indirectly with the Company or any of its directors.

(III) Other Information

Reasons of inadequate profits: Overall Liquidity crunch in the market and general industry has affected the operational capacity utilization of the company. These has resulted in higher Cost in terms of production and hence inadequate profits during the year.

Steps taken or proposed to be taken for improvements:

The Company has taken various steps to improve efficiency and reduce costs including right sizing of manpower.

Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

The agreement also sets out the duties and various obligations of Mr. Hitendra Desai

The appointment of Mr. Hitendra Desai, by way of a special resolution, as Whole time Director and minimum remuneration payable to them are required to be approved by the Members at this Annual General meeting.

In the terms of provisions of the Companies Act, 2013 consent of shareholders is required for the appointment of Mr. Hitendra Desai as the Whole Time Director of the Company. The Board recommends the resolution for the approval of the members as a Special resolution. The copy of the Board resolution and the letters issued to Mr. Hitendra Desai, Whole Time Director will be available for inspection between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) at the corporate office of the Company.

None of the Directors of the Company except Mr. Hitendra Desai is concerned or interested in the proposed resolution.

The Board recommends the resolution at item No. 5 for approval by member.

Item No. 6

Pursuant to the provisions of Section 149 of Companies Act, 2013(The Act), which came into effect from April 1, 2014, the Independent Directors are not liable to retire by rotation.

Ms. Ratna Jhaveri, Non-executive Director of the Company, has given a declaration to the board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the board, the director fulfills the conditions specified in the Act and rules framed thereunder for appointment as an Independent Director. The board has recommended the appointment of Ms. Ratna Jhaveri, as an Independent, Non-Executive Director of the Company till the conclusion of the 14th Annual General Meeting of the Company to be held in the year 2024.

In compliance with the provision of Section 149 of the act, the appointment of Ms. Ratna Jhaveri, as an independent director is now being placed before the members for their approval.

A brief profile of Ms. Ratna Jhaveri, nature of his expertise in specific functional areas and names of companies in which she hold Directorship and membership/chairmanship of Board Committee's as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is annexed hereto.

The Board recommends the resolution at item No. 6 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 6 of the Notice except Ms. Ratna Jhaveri.

ITEM NO. 7

Pursuant to the provisions of Section 149 of Companies Act, 2013(The Act), which came into effect from April 1, 2014, the Independent Directors are not liable to retire by rotation.

Mr. Abhinav Anand, Non-executive Director of the Company, has given a declaration to the board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the board, the director fulfills the conditions specified in the Act and rules framed thereunder for appointment as an Independent Director. The board has recommended the appointment of Mr. Abhinav Anand, as an Independent, Non-Executive Director of the Company till the conclusion of the 14th Annual General Meeting of the Company to be held in the year 2024.

In compliance with the provision of Section 149 of the act, the appointment of Mr. Abhinav Anand, as an independent director is now being placed before the members for their approval.

A brief profile of Mr. Abhinav Anand, nature of his expertise in specific functional areas and names of companies in which he hold Directorship and membership/chairmanship of Board Committee's as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is annexed hereto.

The Board recommends the resolution at item No. 7 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 7 of the Notice except Mr. Abhinav Anand.

Item No. 8

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase.

Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 100 Crores (Rupees Hundred Crores Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The said proposal for borrowing is only an enabling sanction for creation of charges/mortgages and the Management shall seek approval of the Board as and when the actual borrowings are to be made.

Your consent is required under the provisions of Sections 180(1) (c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

The Board of Directors commend passing of the resolution set out in item no. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

By Order of the Board of Directors

For **Harish Textile Engineers Ltd.**

Sandeep Gandhi
Managing Director
DIN No.: 00941665

Hitendra Desai
Executive Director
DIN No.: 0045248

Date: September 05, 2019

Place: Mumbai

Registered Office

2nd Floor, 19 Parsi Panchayat Road,
Andheri (East),
Mumbai-400069

Details of Directors appointment/re-appointment/retiring by rotation, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Mr. Sandeep Gandhi	Mr. Hitendra Desai	Mr. Abhinav Anand	Ms. Ratna Jhaveri
Director Identification Number (DIN)	00941665	00452481	07732241	07732263
Date of Birth	02/06/1964	04/07/1962	25/05/1991	19/11/1987
Date of First Appointment on the Board	31/03/2010	12/02/2013	10/12/2018	10/12/2018
Experience in functional Area	Mr. Sandeep, has lead the diversification of the group. Under his leadership the group has diversified into polyester staple fibres, nonwoven and technical textile fabrics and auto interiors	Professional Director And Management Graduate Looking After Administration And Having Experience Since Past Three Decades.	Qualified LLB and having experience in various areas of Corporate Law, Trademark, Contract Law, Constitutional Law	Post Graduate in finance and having experience in Accounts, Audit and Taxation. Wide experience in the financial service and insurance industry
Qualification	MBA	Commerce Graduate	LLB	Post Graduate in Finance
Directorship in other Companies (Public Limited Companies)	1	1	0	0
Membership of Committees of other public limited companies (Audit Committee and Shareholder's/Investor's Grievance Committee only)	0	0	2	2
No. of Shares held in the Company	23,83,344 shares	Nil	NIL	NIL
The number of Meetings of the Board attended during the F.Y. 2018-19	14	14	4	4
Remuneration Proposed	Rs. 10,00,000 per month	Rs. 1,65,000 per month	N.A.	N.A.
Remuneration Paid	Rs. 4,35,000 per month	Rs. 1,65,000 per month	Sitting Fees will be paid to independent Directors	Sitting Fees will be paid to independent Directors
Disclosure of relationship with other Directors, Manager and other Key	The Directors, Mr. Kirtikumar Gandhi & Mr. Sandeep Gandhi having father and son	There are no inter-se relationships between the Directors	There are no inter-se relationships between the Directors mentioned above,	There are no inter-se relationships between the Directors

Managerial Personnel of the Company	relationship are related to each other within the meaning of the term "relative" as per Section 2(77) of the Act and per SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.	mentioned above, and Manager and other Key Managerial Personnel of the Company.	and Manager and other Key Managerial Personnel of the Company.	mentioned above, and Manager and other Key Managerial Personnel of the Company.
Terms and conditions of re-appointment alongwith details of remuneration sought to be paid	The re-appointment is for a term of 5(five) years commencing from December 30, 2018. Details of remuneration sought to be paid is provided in Explanatory Statement for Item No. 4 annexed to the notice.	The re-appointment is for a term of 5(five) years commencing from December 30, 2018. Details of remuneration sought to be paid is provided in Explanatory Statement for Item No. 5 annexed to the notice.	The re-appointment is for a term of 5(five) years commencing from ensuing 9 th AGM. Sitting Fees will be paid to independent Directors	The re-appointment is for a term of 5(five) years commencing from ensuing 9 th AGM. Sitting Fees will be paid to independent Directors

By Order of the Board of Directors

For **Harish Textile Engineers Ltd.**

Sandeep Gandhi
Managing Director
DIN No.: 00941665

Hitendra Desai
Executive Director
DIN No.: 00452481

Date : September 05, 2019

Place: Mumbai

Registered Office

2nd Floor, 19 Parsi Panchayat Road,
Andheri (East),
Mumbai-400069

CIN No: **U29119MH2010PLC201521**

HARISH TEXTILE ENGINEERS LIMITED

CIN: U29119MH2010PLC201521

2nd Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai - 400069.

Tel: 91-22-40373000, E-mail: skg2664@gmail.com, Website: www.harishtextile.com

ATTENDANCE SLIP

9th ANNUAL GENERAL MEETING ON MONDAY, 30th SEPTEMBER, 2019 at 9.30 A.M.

(To be presented at the entrance)

Mr./Mrs./Miss.....

Address.....

Folio No. (Physical holding)..... DP ID (Demat holding).....

Client ID..... No. of shares held.....

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 9th Annual General Meeting (AGM) of the Company held on Monday, 30th September, 2019, at 09:30 A.M. at 2nd Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai - 400069, India or any adjournment thereof.

[Signature of Shareholders/Proxy(s)]

Notes:

1. Shareholder/proxyholder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after filling and affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company atleast 48 hours before the Meeting.

PROXY FORM
(Form No. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules 2014]

9th ANNUAL GENERAL MEETING ON MONDAY, 30th SEPTEMBER, 2019 at 9.30 A.M.

CIN : U29119MH2010PLC201521
 Name of the Company : Harish Textile Engineers Limited
 Registered Office : 2nd Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai - 400069
 Name of the member (s) :
 Registered address :
 Folio No. / Client Id :
 DP ID :
 E-mail Id :

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name : E-mail Id:
 Address:
 Signature:or failing him/her
2. Name : E-mail Id:
 Address :
 Signature:or failing him/her
3. Name : E-mail Id:
 Address :
 Signature:or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 09:30 A.M. at 2nd Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai – 400069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the financial year ended as at March 31, 2019, the Audited Consolidated Financial Statements for the said financial year and the Reports of Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Hitendra Desai (Din: 00452481), who retires from the office of whole –time director by rotation and being eligible, offers himself for re-appointment.		
Special Business:			
3.	To appoint Mr. Sandeep Gandhi (DIN No. : 00941665) as Managing Director		
4.	To appoint Mr. Hitendra Desai (Din no.: 00452481) as Whole-time Director		
5.	To appoint Ms. Ratna Jhaveri (Din no.: 07732263) as an Independent Director		

6.	To appoint Mr. Abhinav Anand (Din no.: 07732241) as an Independent Director		
7.	Borrowing Powers		

Signed this _____ day of _____ 2019

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp

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 person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.
3. The proxy need not be a member of the Company and shall provide his/her identity proof such as PAN Card, Aadhar Card at the time of attending AGM.
4. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all jointholders should be stated.
5. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

Search this area

Vodafone Mini Store
वॉडाफोन
मिनी स्टोर

Sai Baba Temple
(Bairagi Samaj)

Pacific Harish
Industries Ltd

Airtel Store
एअरटेल स्टोर

DirectiPlex
डिरेक्टिप्लेक्स

DCB Bank

Sana Residency

Village Rd

Canara Bank -
SSB Branch

Allahabad Bank
अलाहाबाद बँक

Ram Mandir
राम मंदिर

BMC Market

Shri Chinai College of
Commerce & Economics
श्री चिनाई
वाणिज्य आणि...

Siesta Andheri

Andheri RS
Sub Post Office
अंधेरी सब
पोस्ट ऑफिस

J. K. Shah Classes
जे. के. शाह
क्लासेस

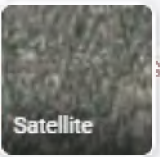
Central Bank of India
सेंट्रल बँक
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Andheri
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