



PROCEEDINGS OF THE 12TH ANNUAL GENERAL MEETING OF THE COMPANY

The 12th Annual General Meeting ("AGM") of Harish Textile Engineers Limited ("the Company") was held on Friday, September 30, 2022 at 11.30 a.m. at 2nd Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai – 400069.

Mr. Sandeep Gandhi, Managing Director of the Company, being appointed as Chairman for the meeting, chaired the 12th Annual General Meeting.

The number of shareholders as on record date i.e. 23.09.2022 were 9832.

Total 87 members were personally present at the AGM.

The requisite quorum being present at 11.35 a.m., the meeting was called to order by the Company Secretary.

The meeting was presided by Ms. Priya Gupta, Company Secretary of the Company. She declared the following:-

- The Company had received NIL Proxies u/ s 105 of the Companies Act, 2013 and NIL representations from bodies corporate u/ s 113 of the Companies Act, 2013.
- The Notice convening the AGM and the Annual Report containing the Audited Financial Statements for the Financial Year ended on March 31, 2022 together with Boards' Report and Auditor's Report thereon along with Notes to the Financial Statements were duly dispatched to the shareholders electronically.
- The relevant Registers and documents under the applicable provisions of the Act and the Rules made thereunder were laid on the table and were open for inspection for the members during the AGM.

She introduced the members, the directors and others sitting on the dias, viz. Mr. Sandeep Gandhi, Managing Director, Mr. Hitendra Desai, Executive Whole-Time Director, Mr. Ritesh Patel, Non-executive, Independent Director (Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee), Mr. Nainesh Trivedi, Non-executive, Independent Director (Member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee), Mr. Pinkesh Upadhyay, Chief Financial Officer, Mr. Ravi Dasija, Internal Auditor, Mr. Pravin Pachiwala, Chartered Accountant, Partner of K. M. Swadia & Company was present through/via Zoom Meeting facility on behalf of M/s. K. M. Swadia & Co., Statutory Auditors of the Company and Mr. Keyur Shah, representative of D N Vora & Associates, scrutinizer for the meeting was present during the meeting. The Company Secretary informed the member that Mrs. Meena Mistry, Non-executive, Independent Director (Member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee) were not able to attend the Meeting due to unavoidable circumstances.



The Chairman delivered his speech and handed over the proceeding to Mr. Pinkesh Upadhyay, CFO to brief the performance and operations of the Company (including current year performance and future plans) and read the Report Submitted by the Statutory Auditors and Secretarial Auditors of the Company which contained certain observations. After providing satisfactory clarification on the aforesaid observations of the Statutory Auditors, the Management of the Company preceded the Meeting and with due permission of the members present the reports were taken as read.

The Company Secretary informed the general instructions to the members regarding participation in the meeting and informed that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided the facility to the members to cast their vote through remote e-voting which commenced on Tuesday, 27 September, 2022 (9.00 a.m. IST) and ended on Thursday, 29 September, 2022 (5.00 p.m. IST). During this period, all the members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 23 September, 2022 had the opportunity to cast their votes electronically. The members were informed that the facility for voting during the AGM was made available through poll (Postal Ballot) for members who had not cast their vote prior to the AGM through remote e-voting facility.

Ms. Dipali Vora, Practicing Company Secretary (ACS No. 46989, COP No. 21254) was 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.

With the consent of the Members present at the meeting, the Notice convening the Annual General Meeting, the Report of Board of Directors and the Accounts for the financial year ended 31st March, 2022 were taken as read. Since there was one qualification in the Audit Report, Mr. Pravin Pachiwala Chartered Accountant mentioned the same to the members.

The Company provided poll facility at the venue of the AGM to the members who attended the AGM but did not cast their vote through remote e-voting. Some members cast their votes by filling up the Polling Paper. Thereafter, the AGM stood closed.

The following items of business, as per the Notice of the AGM dated September 30, 2022 was transacted at the meeting:

Sr. No.	Particulars	Type of Resolution
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the reports of the Board of Directors and Auditors.	Ordinary
2	Appointment of Director in place of Mr. Hitendra Desai (Din: 00452481), who retires from the office of director by rotation at this meeting, and being eligible offers himself for re-appointment as a Director of the Company.	Ordinary

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3	Increase in remuneration of Mr. Sandeep Gandhi, Managing Director of the Company.	Special
4	Ratification of payment of remuneration to the Whole-Time Director of the Company.	Special
5	Approval of Material Related Party Transaction.	Ordinary

Clarifications were provided to the queries raised by the members.

The Scrutinizer locked and sealed the empty Ballot box in presence of the members. The members/ proxy shareholders after casting their votes deposited duly filled up Ballot Forms in the Ballot Box. The Ballot box with the Ballot Forms was handed over to the Scrutinizer.

The Company Secretary further informed the members present that the consolidated results of the voting will be declared within 48 hours of the conclusion of the AGM and will be displayed at the Registered Office of the Company at 2nd Floor, 19 Parsi Panchayat Road, Andheri (East), Mumbai-400069.

The same will be available on the Company's website www.harishtextile.com and the website of NSDL viz. www.evoting.nsdl.com and communicated to the Stock Exchange where the shares of the Company are listed.

The Chairman thanked the members present for their continuous support and confidence in the Company and announced the formal closure of the 12th Annual General Meeting of the Company at 12.15 P.M.

Kindly take the same on your records.

For **Harish Textile Engineers Limited**

Sandeep Gandhi
Managing Director
Din No.:00941665