Notice of Annual General Meeting

NOTICE is hereby given that the **08th ANNUAL GENERAL MEETING** of the members of **HARIKANTA OVERSEAS LIMITED** ("the Company") will be held on **MONDAY, 21ST SEPTEMBER, 2026** AT **11.30 A.M.** at its Registered Office of the Company situated at 28, Sairam Ind Estate Bamroli, Surat-394107 to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Auditors thereon. To consider and if thought fit, to pass the following resolution as **an Ordinary Resolution:**

   a) "**RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

   b) "**RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2026, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a director in place of ABHISHEK NILESHKUMAR GOTAWALA (DIN: 08262324), Whole Time Director of the Company, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. To consider and if thought fit, to pass the following resolution as **an Ordinary Resolution**:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Abhishek Nileshkumar Gotawala (DIN: 08262324), Whole Time Director of the Company, liable to retire by rotation at this annual general meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Whole Time Director of the Company, liable to retire by rotation."

Special Business:

3. Appointment of Statutory Auditors to fill casual vacancy. To consider and if thought fit, to pass the following resolution as **an Ordinary Resolution**:

   "**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, the appointment of M/s. Jain Shrimal & Co., Chartered Accountants (FRN: 001704C), as Statutory Auditors of the Company by the Board of Directors at its meeting held on 25th August, 2026 to fill the casual vacancy caused by the resignation of M/s. A.H. Jain & Co., Chartered Accountants (FRN:133295W), the erstwhile Statutory Auditors of the Company, be and is hereby approved by the members of the Company at such remuneration, plus applicable taxes and reimbursement of out- of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company, and that they shall hold office until the conclusion of the 8th Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary return with the Registrar of Companies and to comply with all the requirements in this regard."

4. Appointment of Statutory Auditors for period of five years and to fix their remuneration. To consider and if thought fit, to pass the following resolution as **an Ordinary Resolution**:

   "**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force) if any and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Jain Shrimal & Co., Chartered Accountants (FRN: 001704C), be and are hereby appointed as the Statutory Auditor of the Company for a period of 5 (five) consecutive years (FY 2026-27 to FY 2030-31) commencing from the conclusion of this 08th Annual General Meeting till the conclusion of 13th Annual General Meeting of the Company to be held in the year 2031 at such remuneration plus applicable taxes, and reimbursement of out- of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary return with the Registrar of Companies and to comply with all the requirements in this regard."

5. Approval for Material Related Party Transactions. To consider and if thought fit, to pass the following resolution as **an Ordinary Resolution**:

"**RESOLVED THAT,** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") as amended from time to time and the Company's Policy on Related Party Transactions and subject to such other approvals, permissions, consents and sanctions as may be necessary, based on the recommendation of the Audit Committee & Board of Directors, the approval of the Members of the Company be and is hereby accorded for the Company to enter into and/or continue to enter into Material Related Party Transaction(s), contract(s), arrangement(s), agreement(s) and/or other commercial transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), with such Related Party(ies), as set out in the Explanatory Statement annexed to this Notice, for each of the financial years (FY) specified in the Explanatory Statement, for an aggregate value not exceeding the limits specified against each Related Party and/or category of transaction for the respective financial year, on such terms and conditions as may be mutually agreed between the Company and the respective Related Party, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee and any person(s) authorised by the Board or such Committee) be and is hereby authorised to negotiate, finalise, approve, modify, amend, renew, extend, terminate and execute all such contract(s), arrangement(s), agreement(s), document(s), deed(s), writing(s) and other instruments, and to determine the actual terms and conditions of such transaction(s), including alterations, variations, modifications or revisions thereto, as it may, in its absolute discretion, deem fit and expedient, provided that the aggregate value of such transactions shall remain within the limits approved by the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board, Director(s), Key Managerial Personnel and/or officer(s) of the Company, as may be considered necessary or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, including filing of necessary forms, applications, returns and disclosures with statutory, regulatory or governmental authorities, stock exchange(s) and such other authorities as may be required, and to settle any question, difficulty or doubt that may arise in relation to the implementation of this Resolution, and to take all such actions as may be necessary, proper or expedient for giving effect to this Resolution without being required to seek any further approval of the Members.

RESOLVED FURTHER THAT all acts, deeds, matters and things done or actions taken by the Board or any Committee thereof or any authorised person(s) of the Company in connection with the aforesaid transactions prior to or pursuant to this Resolution be and are hereby ratified, confirmed and approved in all respects."

Regd. Office:
Plot NO. 28, Sairam, Industrial Estate
Bamroli, Surat 394107

For and on behalf of the Board
FOR HARIKANTA OVERSEAS LIMITED
Hardik Kamal Gotawala
Chairman & Managing Director
DIN: 08262325
Date: 25/08/2026, Place: Surat

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to special business set out at item no. 3, 4, 5 of the accompanying notice is annexed hereto.
2. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Secretarial Standard-2 issued by ICSI, in respect of Director(s) seeking appointment/re-appointment at this AGM is annexed hereto.
3. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding 50 (fifty) 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 the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
4. Members/Proxyholder/authorised representatives should bring their Attendance slip duly signed annexed hereto along with valid identity proof such as PAN Card, Adhar Card for attending the AGM. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Institutional/corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body's resolution/authorisation, etc., authorising its representative to attend and vote at the AGM on its behalf or through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to cs.jkpa@gmail.com.
6. In case of joint holders, 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 at the AGM.
7. Karta in case of HUF/proprietors in case of firm attending then must affix the respective stamp of HUF or firm on the attendance slip /sheet or Proxy form.
8. Members attending the AGM in-person shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. Since 100% of the paid-up equity share capital of the Company is held in dematerialized (demat) mode, the Company has decided not to close its Register of Members and Share Transfer Books for the purpose of this AGM pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
10. The route map showing directions to reach the venue of the AGM is provided herewith.
11. In accordance with the MCA General Circular No. 14/2020 dated April 08, and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (collectively referred to as "Circulars") the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2026 pursuant to section 136 of the Act & Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company or Bigshare services private limited or the Depository Participant(s). Members may note that this AGM Notice and the Annual Report 2025-26 will also be available on the Company's website viz www.harikantaoverseas.com and on website of the Stock Exchanges, i.e., BSE Ltd. at www.bseindia.com. An AGM Intimation letter providing the web-link for accessing the Annual report 2025-26 will be sent to those members who have not registered their email address with the Company or depositories.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and The Register of Contracts or Arrangements in which

Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

13. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.

14. Members seeking any information with regard to the accounts are requested to write to the Company before 5 days of AGM, so as to enable the Management to keep the information ready at the Annual General Meeting.

15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

16. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants to receive all communication from company electronically. 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.,

17. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

BIGSHARE SERVICES PRIVATE LIMITED
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093, India.
Tel No: +91 22-62638200 Fax No: +91 22-62638299
E-Mail: info@bigshareonline.com

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.

Information and Other Instructions Relating to Remote E-Voting are as under:

18. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at this AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

19. 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 i.e. **Monday, September 14, 2026** only shall be entitled to avail the facility of remote e-voting and e-voting at this Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice as for information purpose only.

20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., **Monday, September 14, 2026**, such person may obtain the User ID and Password from NSDL by e-mail request on evoting@nsdl.com or by calling NSDL Help Desk at Tel No. 022 – 48867000.

21. The Remote e-voting period will commence on Thursday, September 17, 2026 at 9.00 a.m. (IST) and will end on Sunday, September 20, 2026 at 5.00 p.m. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, September 14, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.

22. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

Voting Facility at AGM:

23. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM, through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.

However, members who have voted through remote e-voting will be eligible to attend the AGM but shall not be entitled to cast their vote again.

General Instructions:

24. The Company has appointed M/s. JKPA & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during AGM, thereafter unblock the votes cast through remote e-voting, not later than 2 working days of conclusion of the Meeting, in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman & Managing Director of the Company, who shall countersign the same.

26. The Scrutinizer shall submit his report to the Chairman & Managing Director of the Company, who shall declare the result of the voting. The results declared along with the Scrutinizer's report shall be placed on the Company's website and shall also be communicated to the Stock Exchanges where the shares of the company are listed i.e. BSE Ltd. The resolutions shall be deemed to be passed at the AGM of the Company.

27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the annual General Meeting, i.e. **September 21, 2026**.

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING USING NSDL E-VOTING SYSTEM ARE EXPLAINED HEREIN BELOW:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	A. **Users registered for NSDL IDeAS facility**: 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. 2. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 3. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period & voting during the meeting.

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B. Users not registered for NSDL IDeAS facility:
option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By Visiting the e-Voting website of NSDL:
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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
2. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
3. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting.

D. NSDL Speede:
Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.
NSDL Mobile App is available on
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<td>Individual Shareholders holding securities in demat mode with CDSL</td>
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A. Existing users who have opted for Easi / Easiest:
1. URL to login to Easi/Easiest: www.cdslindia.com and click on login icon and select New System Myeasi.
2. Shareholder can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.
3. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider. Click on NSDL to cast your vote.

B. Users who have not opted for Easi / Easiest:
Option to register for Easi/Easiest is available at www.cdslindia.com
Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-voting website of CDSL:
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	1. The user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail id as recorded in the demat account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and user will be able to directly access the system of all e-voting service provider.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider, i.e., NSDL and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode who need assistance for any technical issues related to login through depository, i.e., NSDL and CDSL:

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or Contact at 022-48867000 and 022-69489498.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 1800 2109911 or 022-62343624

B) Login Method for remote e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices 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. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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 etc.
   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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.jkpa@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority

Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 3

The Members of the Company at its 07th Annual General Meeting held on 30th September, 2025 had appointed M/s. A.H. Jain & Co., Chartered Accountants (FRN:133295W) as the Statutory Auditors of the Company to hold office from the conclusion of 07th AGM till the conclusion of 12th Annual General Meeting of the Company. M/s. A.H. Jain & Co., Chartered Accountants (FRN:133295W) vide their letter dated 20th August, 2026 had resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

The Board of Directors at its meeting held on 25th August, 2026, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, had appointed M/s. Jain Shrimal & Co., Chartered Accountants (FRN: 001704C), to hold office as the Statutory Auditors of the Company till the conclusion of ensuing AGM to fill the casual vacancy, subject to the approval by the members at this Annual General Meeting of the Company.

The Company has received consent and eligibility certificate from M/s. Jain Shrimal & Co., Chartered Accountants (FRN: 001704C) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Brief Profile: Jain Shrimal & Co. is a full-service Chartered Accountancy firm established in Jaipur, Rajasthan in 1981. Over four decades, firm have built a trusted reputation in audit, taxation, cross-border advisory, and financial compliance. The proposed firm is a Peer Reviewed firm under the ICAI framework. The firm empanelled with RBI, CAG, and the Audit Bureau of Circulations (ABC), and serves as statutory auditor to listed entities across multiple sectors. The firm is having a vast experience of statutory Audits, risk-aligned audits, Direct Tax & Indirect Tax Services.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4

The Board of Directors at its meeting held on 25th August, 2026, on the recommendation of the Audit Committee has considered the appointment of M/s. Jain Shrimal & Co., Chartered Accountants (FRN: 001704C), as Statutory Auditor of the Company, subject to the approval of shareholders, to hold office for a period of 5 (five) consecutive years (Financial year 2026-27 to Financial Year 2030-31) commencing from the conclusion of this 08th Annual General Meeting till the conclusion of 13th Annual General Meeting of the Company to be held in the year 2031.

The Company has received consent and eligibility certificate from M/s. Jain Shrimal & Co., Chartered Accountants (FRN: 001704C) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5

Pursuant to provisions of Section 188 of the Companies Act, 2013 and SEBI Listing Regulations, the related party transactions which are beyond the threshold limits are required to be approved by the Members of the Company. Further, as per Regulation 23 of the SEBI Listing Regulations, all Material Related Party Transactions shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.

50 crore or 10% of the annual consolidated turnover of a SME listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Under Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions (RPTs) between a listed holding company and its wholly-owned subsidiary (WOS) are exempt from the requirements of obtaining Audit Committee approval and shareholder approval, provided that the subsidiary's accounts are consolidated with the holding company and placed before the shareholders at the general meeting.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFDPOD2/ I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the revised Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards").

Sr No.	Particulars	Related Party 1	Related Party 2	Related Party 3	Related Party 4
1	Name of the related party	Shree Jalaram Enterprise	Abhishek Tex Fab	Tripura Textiles	Mansi Enterprise
2	Name of the Director or KMP who is related	Nilesh Gotawala	Abhishek Gotawala	Hardik Gotawala	Parul Nilesh Gotawala
3	Nature of relationship with Company or its Subsidiary including nature of its concern or interest (financial or otherwise)	Promoter and Whole-time Director. Holding 23.55% shareholding	Promoter and Whole-time Director. Holding 23.55% shareholding	Promoter & Managing Director. Holding 23.55% shareholding	Wife of Director Nilesh Gotawala
4	Type, material terms and particulars of the proposed transactions	Leasing of Plot	Leasing of Machinery	Leasing of Machinery	Leasing of Plot
5	Tenure of the proposed transactions	One year (FY 2026-27)	One year (FY 2026-27)	One year (FY 2026-27)	One year (FY 2026-27)
6	Value of the proposed transactions during FY 2026-27	Upto Rs. 55 lakhs	Upto Rs. 21 lakhs	Upto Rs. 21 lakhs	Upto Rs. 21 lakhs
7	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	1.19%	0.46%	0.46%	0.46%
8	Justification for why the proposed transaction is in the interest of the listed entity – The Company is already utilizing these properties, machineries and plots for its ongoing operations, continuing this lease ensures seamless business continuity. The lease rent payable to the Related Parties are strictly on an arm's-length basis.				
9	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
10	A statement that the valuation or other external	Not Applicable	Not Applicable	Not Applicable	Not Applicable

	report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders				
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable	Not Applicable	Not Applicable	Not Applicable

The Audit Committee and the Board of Directors confirm that all information necessary for the Members to make an informed decision has been provided in this Notice and that any commercially sensitive information has been appropriately redacted, wherever considered necessary, without affecting the completeness of the disclosures.

The proposed Material Related Party Transactions have been approved by the Audit Committee, and the Board of Directors recommends the Ordinary Resolution for approval by the Members.

All executive directors, promoters and entire Promoter Group are, concerned or interested in the said resolution.

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board recommends an Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

For and on behalf of the Board
FOR HARIKANTA OVERSEAS LIMITED

Sd/-
Hardik Kamal Gotawala
Chairman & Managing Director
DIN: 08262325

Date: 25/08/2026
Place: Surat

Annexure-A

Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on “General Meeting”:

Name of Director	ABHISHEK NILESHKUMAR GOTAWALA
DIN	08262324
Designation	Whole Time Director
Date of Birth	28/01/1996
Nationality	Indian
Date of First/Original Appointment on Board	22/10/2018
Expertise in Specific General Functional Area	He has over 7 years of experience In field of Textile Industry.
Qualification	Bachelor of Business Administration
Terms and Conditions of appointment/reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Re-appointment on retiring by rotation. Drawn Rs. 18.024 lakhs as remuneration in F.Y 2025-26
No. of Board Meetings attended during the year	Fifteen (15)
Directorship held in listed Companies	Harikanta Overseas Limited
Directorship held in other Companies/LLP	Harikanta Weaving Private Limited
Membership/ Chairmanship of Committees of other Public Companies	--
Shareholding in the Company	23,23,580 Equity Share (23.55%)
Relationship between Director/KMP inter-se	Son of Nilesh Gotawala Cousin of Hardik Gotawala

ATTENDANCE SLIP PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Folio No. / DP ID / Client ID No.:	
Name of Shareholder (In Block letter):	
Address of Shareholder:	
Name(s) of Joint Member(s), if any:	
No. of Equity Shares Held:	
Name of proxy/ Authorized Representatives attending* (In Block letter):	

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/ We hereby record my/our presence at the **8th ANNUAL GENERAL MEETING** ("AGM") of the Company on **MONDAY, 21st SEPTEMBER, 2026** at 11.30 a.m. at the registered office of the Company at 28, Sairam Industrial Estate Bamroli, Surat-394107 Gujarat.

* Strike out whichever is not applicable
#Applicable for Shareholders holding Shares in Dematerialized Form.

Signature of First holder/Proxy/Authorised Representative*

Signature of Joint holder(s)

Place:
Date:
Notes:
1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their proxy will be allowed to attend the meeting.
3. Instructions for e-voting procedure are available in the Notes to Notice of AGM.

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]

Name of the company	Harikanta Overseas Limited
Registered Office	28, SAIRAM IND ESTATE BAMROLI, Surat, SURAT, Gujarat, India, 394107

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID / DP ID	

I/We, being the member(s) of ____________shares of the above-named company. Hereby appoint

Name:		Address:	
E-mail Id:		Signature	

or failing him

Name:		Address:	
E-mail Id:		Signature	

or failing him

Name:		Address:	
E-mail Id:		Signature	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the **8th ANNUAL GENERAL MEETING** of the Company to be held on **MONDAY, 21st SEPTEMBER, 2026** at 11.30 a.m. at the registered office of the Company at 28, Sairam Industrial Estate Bamroli, Surat-394107 Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	Vote For	Vote Against
	Ordinary Business		
1	To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2026, together with the Directors' and Auditors' Reports thereon.		
2	Re-appointment of Abhishek Nileshkumar Gotawala, who retires by rotation.		
	Special Business		
3.	Appointment of Statutory Auditors to fill casual vacancy		
4.	Appointment of Statutory Auditors for period of five years and to fix their remuneration		
5.	Approval for Material Related Party Transactions		

Signed this _____day of _________2026

Affix Revenue Stamps

Signature of Shareholder **Signature of proxy holder(s)**

Notes:

1. This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

THE ROUTE MAP OF VENUE OF 8TH ANNUAL GENERAL MEETING OF THE "**HARIKANTA OVERSEAS LIMITED**" ON **MONDAY, 21ST SEPTEMBER, 2026** AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 28, SAIRAM INDUSTRIAL ESTATE BAMROLI, SURAT-394107 GUJARAT: