Date: 08th September, 2026

To,
Department of Corporate Services.
BSE Limited
Phirozee Jeejeeboy Towers, Dalal Street, Fort,
Mumbai – 400001

Scrip Code: BSE - 531971

Subject: Submission of Notice of 38th Annual General Meeting (AGM) for FY 2025-26 to be held on Wednesday, 30th September, 2026

Dear Sir/Ma'am,

The thirty eighth (38th) Annual General Meeting ("AGM") of the members of the Company will be held on **Wednesday, 30th day of September, 2026 at 12.00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") which does not require physical presence of Members at a common venue. The copy of the notice of the 38th AGM dated 8th September, 2026 is enclosed herewith.

The Company has engaged National Securities Depository Limited ('NSDL') for providing e-voting services and VC/OAVM facility for this AGM.

Details of e-voting are as follows:

The **Cut-Off Date** will be Wednesday, 23rd September, 2026;

The **Closure of Register of Members and Share Transfer Books** will be from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (Both days inclusive);

The **e-Voting period** will commence from Sunday, 27th September, 2026 at 9.00 A.M. (IST) and will end on Tuesday, 29th September, 2026 at 5.00 P.M. (IST).

This is for your information and records.

Thanking You.

Yours Faithfully,

For Popees Baby Care India Limited
SHAJU THOMAS
Digitally signed by SHAJU THOMAS
Date: 2026.09.08 22:23:53 +05'30'
Shaju Thomas
Chairman & Managing Director
DIN: 06412983

Popees Baby Care India Limited
(formerly known as Hari Govind International Limited)
CIN : L99999MH1989PLC050528
GSTIN : 27AABCH5372E1ZP
Registered office: 125, Wardhman Nagar, Near Radha Krishna Mandhir, Nagpur -08
Corporate Office: 2nd Floor, Room No. 19/10B, Nahala Building, Near Emax theatre, Velliparamba, Kozhikode - 673008
Contact: Mail popeesindia@gmail.com Phone: +91 4953101009 website: www.popeesbabycare.com

POPEES BABY CARE INDIA LIMITED
CIN: L99999MH1989PLC050528
Registered Off.: 125, Wardhman Nagar Nr. Radha Krishna Mandir, Nagpur,
Maharashtra, India, 440008

NOTICE

Notice is hereby given that the 38th Annual General Meeting of Popees Baby Care India Limited will be held on Wednesday, 30th September 2026 at 12.00 P.M through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and, in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To re-appoint Smt. Linta Purayidathil Jose, Director, who retires by rotation as a Director and in this regard, 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, Smt. Linta Purayidathil Jose (DIN : 06413031), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To appoint M/s. Manikandan & Associates, Chartered Accountants (FRN: 008520S), as the Statutory Auditors of the Company to fill the casual vacancy arising due to the resignation of the previous Statutory Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the appointment of M/s. Manikandan & Associates, Chartered Accountants (Firm Registration No. 008520S), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. C.V. Paturkar & Co., Chartered Accountants (Firm Registration No. 114AB5W), as made by the Board of Directors, be and is hereby approved, to hold office until the conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

4. To appoint M/s. Manikandan & Associates, Chartered Accountants (FRN: 008520S), as the Statutory Auditors of the Company for a term of five consecutive years and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Manikandan & Associates, Chartered Accountants (Firm Registration No. 008520S), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

For and on behalf of the Board

POPEES BABY CARE INDIA LIMITED

(formerly known as Hari Govind International Limited)

Sd/-
Shaju Thomas
Managing Director
DIN : 06412983

Nagpur, September 08, 2026

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 1 to 10 of the accompanying Notice, is annexed hereto as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2").

2. Ministry of Corporate Affairs ("MCA") *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being held virtually.
   The Notice convening this AGM along with the Annual Report for FY26 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY 2025-2026 will also be available on the Company's website www.popeesbabycare.com , website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of National Securities Depository Limited (NDSL) at www.evoting.nsdl.com . The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members *viz.* manner of registering e-mail Id., Cut-off date for e-voting, etc.

3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the AGM of the Company is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the AGM, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Notice convening the AGM and Annual Report are also available on the Company's website https://popeesbabycare.com/ , websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

5. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on his registered e-mail address to liyaandassociates@gmail.com a copy marked to at evoting@nsdl.com.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on 04th of September, 2026, have been considered for the purpose of sending the Notice of AGM.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Depository Services (India) Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. 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 through e-voting.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent M/s. Satellite Corporate Services Pvt. Ltd. for assistance in this regard.

12. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("D P") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent *M/s. Satellite Corporate Services Pvt. Ltd.*

14. As per the provisions of Section 72 of the Companies Act, 2013 (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 are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to. *M/s. Satellite Corporate Services Pvt. Ltd.*; in case the shares are held by them in physical form.
15. 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, *M/s. Satellite Corporate Services Pvt. Ltd.* for shares held in physical form, with relevant documents that may be required.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during 11:00 A.M. to 01.30 P.M. on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect, may send their request through an email at hgil.ngp@gmail.com up to the date of AGM.

17. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings, for directors seeking appointment/re-appointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/reappointment as required under the Act and rules made thereunder.

18. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.

19. Members who wish to raise query at the AGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: hgil.ngp@gmail.com quoting their name, DP Id. and Client Id/Folio number, on or before September 23, 2026.

20. Members who wish to obtain any information on the Annual Report for the financial year 2025-26 or have questions on the financial statements and/or matters to company be placed at the 16th AGM, may send a communication from their registered e-mail address to the e-mail Id: hgil.ngp@gmail.com quoting their name, DP Id and Client Id/Folio number, on or before September 23, 2026.

21. The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavor to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

1. The instructions for shareholders for voting electronically are as under.

Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule- 20 of the Companies (Management and Administration) Rules, 2014, read with Secretarial Standard on General Meetings, 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. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

II. 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.

III. The remote e-voting period commences 27th September, 2026 (09:00a.m.) and ends on 29th September, 2026 (05:00p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 23rd September, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned 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 dated 9th December 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.	Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https:// eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e- Voting**" under e- Voting services and you will be able to see e-Voting page. Click on company name or **e- Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, 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 3. Visit thee-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. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during there mote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. 2. 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 i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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 for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders Holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL help desk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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 e-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. 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***

4. Password details for shareholders other than Individual shareholders 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 mail box. 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.**

5. 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.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e- Voting system. How to cast your vote electronically 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 share sand whose voting cycle

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

3. 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.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.

2. 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 toll free no.: 18001020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra (Manager) and Mr. Aman Goyal (Assistant Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in thisnotice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self

attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hgil.ngp@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PANcard), AADHAR (self attested scanned copy of Aadhar Card) to hgil.ngp@gmail.com you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990.

VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VII. 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).

VIII. 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 on 06th April, 2026.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 20th March, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or hgil.ngp@gmail.com

X.

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.

I. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

II. CS Liya Antony (M. No. 39611, CP No.19314), Practicing Company Secretary proprietor of M/s. Liya & Associates, 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.

III. The Scrutinizer shall after the conclusion of the general meeting, 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 two days 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.

IV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item 2 Re-Appointment of Smt. Linta Purayidathil Jose (Din: 06413031) as a Director liable to retire by rotation

Smt. Linta Purayidathil Jose (DIN: 06413031) is a Director of the Company. In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Linta Purayidathil Jose, being eligible, retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered herself for re-appointment.

The Board, based on the recommendation of the Nomination and Remuneration Committee, and considering her experience, knowledge and contribution to the affairs of the Company, is of the opinion that her continued association with the Board would be beneficial to the Company. Accordingly, the Board recommends the re-appointment of Smt. Linta Purayidathil Jose as a Director liable to retire by rotation.

Except Smt. Linta Purayidathil Jose, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval of the Members as an Ordinary Resolution.

Item 3 & 4 Appointment of M/s. Manikandan & Associates, Chartered Accountants (FRN: 008520S), as Statutory Auditors of the Company

M/s. C.V. Paturkar & Co., Chartered Accountants, the Statutory Auditors of the Company, have resigned from the office of Statutory Auditors of the Company, resulting in a casual vacancy in the office of Statutory Auditors.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed M/s. Manikandan & Associates, Chartered Accountants (Firm Registration No. 008520S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. C.V. Paturkar & Co., subject to the approval of the Members of the Company.

The Board of Directors now proposes to appoint M/s. Manikandan & Associates, Chartered Accountants (FRN: 008520S) as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of the 38th Annual General Meeting and continuing until the conclusion of the 43rd Annual General Meeting, subject to approval of the Members of the Company.

M/s. Manikandan & Associates, Chartered Accountants, was established in the year 1999 and is a Peer Review Certified firm registered with the Institute of Chartered Accountants of India (ICAI). The firm provides professional services in the areas of Audit & Assurance, Finance & Accounting, Taxation, Company Law, RBI/FEMA/SEBI, Due Diligence, Mergers & Acquisitions and other corporate and professional services.

The proposed Statutory Auditors have furnished their written consent to act as Statutory Auditors of the Company and have confirmed that they are eligible for appointment and that their appointment, if made, shall be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and the rules made thereunder. They have also confirmed that they satisfy the criteria provided under Section 141 of the Companies Act, 2013.

The Audit Committee and the Board of Directors, after considering the qualifications, experience, professional expertise and credentials of M/s. Manikandan & Associates, are of the opinion that the firm is suitable for appointment as the Statutory Auditors of the Company.

Accordingly, the Board recommends the resolution set out at Item No.3 & 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Proposed Fees payable to the Statutory Auditors

The Board of Directors of the Company, on the recommendation of the Audit Committee and subject to the approval of the Members of the Company at the ensuing Annual General Meeting, has recommended a fee not exceeding ₹2,00,000/- (Rupees Two Lakhs only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses, to M/s. Manikandan & Associates, Chartered Accountants (FRN: 008520S), for carrying out the statutory audit of the Company.

The Board of Directors, in consultation with the Audit Committee and the Statutory Auditors, shall be authorised to determine the actual remuneration within the aforesaid limit, having regard to the scope and nature of audit and other professional requirements.

Basis of Recommendation

The recommendation for appointment of M/s. Manikandan & Associates, Chartered Accountants (FRN: 008520S) has been made by the Audit Committee and the Board of Directors, considering the firm's professional experience, technical expertise, credentials, Peer Review status and experience in providing audit and assurance services.

The Board is of the opinion that the appointment of M/s. Manikandan & Associates as Statutory Auditors would be in the best interests of the Company and its Members.

DISCLOSURES AS REQUIRED UNDER REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Details
Name of the proposed Statutory Auditor	M/s. Manikandan & Associates, Chartered Accountants
Firm Registration No.	008520S
Year of establishment	1999
Peer Review Status	Peer Review Certified firm registered with the Institute of Chartered Accountants of India
Proposed tenure	Five consecutive years commencing from the conclusion of the 38th AGM until the conclusion of the 43rd AGM
Proposed remuneration	Not exceeding Rs.2,00,0000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses
Terms of appointment	Appointment as Statutory Auditors of the Company for five consecutive years, subject to approval of the Members
Basis of recommendation	The Audit Committee and the Board have considered the firm's professional experience, technical expertise, credentials, Peer Review status and suitability for undertaking the statutory audit of the Company
Credentials	The firm was established in 1999 and provides services in Audit & Assurance, Finance & Accounting, Taxation, Company Law, RBI/FEMA/SEBI, Due Diligence, Mergers & Acquisitions and other corporate and professional services
Consent and eligibility	The proposed Statutory Auditors have furnished their consent and confirmed their eligibility under Sections 139 and 141 of the Companies Act, 2013 and the applicable rules
Change in remuneration from outgoing auditor	No Material Changes

For and on behalf of the Board

POPEES BABY CARE INDIA LIMITED

(formerly known as Hari Govind International Limited)

Sd/-
Shaju Thomas
Managing Director
DIN : 06412983

Nagpur, September 08, 2026

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	**Linta Purayidathil Jose**
DIN	06413031
Date of Birth	16.05.1983
Age	42
Day of first appointment on the Board	07.02.2026
Qualification	BA economics
Experience / Job Profile /Suitability	More than 20 Years of experience in the field of Manufacturing of textile and garments including Administration
List of Directorship of other Boards (excluding foreign companies)	• Popees Fashions India Private Limited • Seataal Properties Private Limited • Esthana Designs (OPC) Private Limited • Pomees Fashions Private Limited • Ourkids Media Private Limited • Popees Baby Care Products Private Limited • Koiya International Limited
No. of Equity shares held in the Company (Including Shareholding as a beneficial owner) (As on March 31, 2026).	1360320
Terms and Conditions of re-appointment	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
Inter-se relationship with other Directors and Key Managerial Personnel	Wife of Mr. Shaju Thomas

For and on behalf of the Board

POPEES BABY CARE INDIA LIMITED
(formerly known as Hari Govind International Limited)
Sd/-
Shaju Thomas
Managing Director
DIN : 06412983

Nagpur, September 08, 2026