

# HARI GOVIND INTERNATIONAL LIMITED

REGISTERED OFFICE : 125, Wardhman nagar , Near Radha Krishna Mandir , Nagpur-08 .

EMAIL: [hgil.ngp@gmail.com](mailto:hgil.ngp@gmail.com) WEBSITE: [www.hgil.in](http://www.hgil.in)

PH : 09373126605 CIN: L99999MH1989PLC05052

14.05.2025

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,  
Mumbai - 400 001, Maharashtra, India.

**Script Symbol:** HARIGOV | **Script Code:** 531971 | **ISIN:** INE167F01018

## **Sub.: Outcome of Board Meeting**

**Ref.: Disclosure of events pursuant to Regulation 29(1)(d) and Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") read with circular dated July 13, 2023 bearing reference no.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 and circular dated November 11, 2024 bearing reference no.: SEBI/HO/CFD/PoD2/CIR/P/0155 issued by Securities and Exchange Board of India ("SEBI Circulars").**

Dear Sir / Madam,

With reference to the captioned subject, we hereby inform you that the board of directors of Hari Govind International Ltd ("**Company**" or "**Target Company**") at their director's board meeting held today has, inter alia, considered and approved matters listed below:

1. **In terms of the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has appointed the following Directors with effect from 14.05.2025:**
  - a) Mr. Reveesh Moolamkuzhiyil Varghese (DIN: 07671512) as an Additional Director, designated as Independent Director of the Company.
  - b) Mr. Rishin Rasheed (DIN: 09801238) as an Additional Director designated as Independent Director of the Company
  - c) Appointment of Mr. Aneesh Kumar K Kuniyil (DIN: 11093470) as an Additional Director of designated as Whole-Time Director the Company

Pursuant to the appointment the Board Committees have been re-constituted.

The disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023), concerning the above appointment is enclosed as **Annexure A** to this intimation.

2. **Share purchase agreement entered into by the Company and others in relation to the sale of the equity shares of the Target Company held by the promoters of the company viz. (A) Jugal Kishore Maniyar HUF, (B) Sunita Maniyar (collectively referred to as "Existing Promoters" or "Sellers"):**

The Company, Existing Promoters, and Shaju Thomas ("**Acquirer No. 1**"), and Linta P Jose ("**Acquirer No. 2**"), have entered into a Share Purchase Agreement dated 14, May, 2025 ("**Promoter's SPA**") for the acquisition of 30,00,000 (Thirty Lakhs) equity shares of the Target Company, representing 60% (Sixty percent) of the present total paid-up equity share capital of the Target Company along the management rights and control of the Target Company. The shares will be acquired from the Sellers by the Acquirers for a consideration of INR 10.00/- (Indian Rupees Ten Only) per equity share, aggregating to INR 3,00,00,000 (Indian Rupees Three Crore Only), subject to and in terms of SEBI (Substantial Acquisition of

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Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) and further subject to customary conditions precedent stated in the Promoter’s SPA and requisite approvals, including from the Securities and Exchange Board of India (“SEBI”). Upon consummation of the Promoter’s SPA and fulfillment of other regulatory requirements, the Acquirers shall gain control over the Target Company and will be classified as the promoters of the Target Company. Accordingly, the Existing Promoters shall cease to be the promoters of the Target Company subject to requisite compliance in terms of SEBI LODR Regulations and SEBI SAST Regulations.

The Acquirers will jointly issue an open offer to acquire equity shares from the public shareholders of the Target Company in accordance with SEBI SAST Regulations.

Below is the table summarizing the details of sale and acquisition of equity shares of the Target Company:

Sr. No.	Sellers	Acquirers	Equity Shares	Consideration (In ₹)
1	Jugal Kishore Maniyar HUF	Shaju Thomas	11,25,000	1,12,50,000
2	Sunita Maniyar	Shaju Thomas	13,75,000	1,37,50,000
	Sunita Maniyar	Linta Jose	5,00,000	50,00,000
	<b>Total</b>		<b>30,00,000</b>	<b>3,00,00,000</b>

The specific details which are required to be disclosed in terms of the SEBI Circulars are disclosed in Annexure – B.

3. **Subject to approval of shareholders of the Company the Board has considered and approved alteration of Main object clause of Memorandum of Association (“MOA”) of the Company.**

Further details as required under Regulation 30 read with Para A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13 2023 and amendments thereof is enclosed as an **Annexure – C**.

4. **Increase in the authorized equity share capital and alteration of the capital clause of the memorandum of association of the Company:**

Subject to approval of the shareholders and such other statutory and regulatory approval, the Board of Directors of the Company has given its approval to increase the authorized share capital of the Company from ₹ 5,25,00,000 (Indian Rupees Five Crores Twenty-Five Lakhs) divided into 52,50,000 (Fifty-Two Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each to ₹ 10,25,00,000 (Indian Rupees Ten Crore Twenty-Five Lakhs) divided into 1,02,50,000 ( One Crore Two Lakhs Fifty Thousand) equity shares of ₹10/- (Indian Rupees Ten) each, by creation and addition of additional 50,00,000 (Fifty Lakhs) equity shares of ₹10/- (Indian Rupees Ten) each in the existing authorized equity share capital of the Company and consequent amendment to clause V of the Memorandum of Association of the Company.

Further details as required under Regulation 30 read with Para A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13 2023 and amendments thereof is enclosed as an **Annexure –C**.

5. **Approval and Issuance of equity shares of the Company by way of preferential issue to the proposed allottees who are proposed to become the promoter / members of the promoter group and non-promoter of the Company:**

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Approval and Issuance of up to **37,75,000** (Thirty-Seven Lakhs Seventy-Five Thousand) fully paid-up equity shares of the Company having face value of ₹10/- (Indian Rupees Ten) each (“**Pref. Issue EQ Shares**”) at an issue price of ₹10.00/- (Indian Rupees Ten Only) each (“**Issue Price**”) aggregating up to ₹ **3,77,50,000** /- (**Indian Rupees Three Crores Seventy-Seven Lakhs Fifty Thousand Only**) (“**Issue Size**”), to persons, being proposed promoters and non-promoter of the Company, as stated below the “**Proposed Allottees**” by way of preferential issue in accordance with the provisions of Section 42 and Section 62 of the Companies Act, 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (“**Rules**”), Chapter V of Securities And Exchange Board Of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), SEBI LODR Regulations and such other acts/rules/regulations as maybe applicable and subject to necessary approval of the members of the Company and other regulatory authorities including BSE Limited (“**BSE**”) and Registrar of Companies as maybe applicable (“**Preferential Issue**”).

In terms of the Recommendation of the Independent Directors Committee and Audit Committee and subject to the approval of Shareholders of the Company, Board of Directors approved the raising of funds by way of fresh issue on a preferential basis to the extent of 37,75,000 (Thirty-Seven Lakh Seventy-Five Thousand) equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 10/- (Rupees Ten only) per equity share, aggregating up to ₹ 3,77,50,000 (Rupees Three Crores Seventy-Seven Lakhs Fifty Thousand Only), to proposed allottees in accordance with Companies Act, 2013, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI LODR Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023 on disclosure of material events/ information by listed entities, dated July 13, 2023 (“SEBI Disclosure Circular”) is set out below at **Annexure – D**.

The proposed issue will be undertaken in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, and any other applicable rules / regulations / guidelines, if any, prescribed by any other regulatory or statutory authorities.

**6. Approved the notice of Postal Ballot to be sent to shareholders in relations to the following matters, subject to the shareholders’ approval:**

Sr. No	Particulars
1.	Adoption of new set of Memorandum of Association with amended object clause
2.	Increase in the Authorised Equity Share capital and Alteration of the capital clause of the Memorandum of Association of the Company
3.	To consider approve the issue of equity shares on preferential basis to the proposed Promoters/ Promoter group and Non- Promoter/ Public category investor for consideration on cash
4.	To regularize appointment of Mr. Reveesh Moolamkuzhiyil Varghese (DIN: 07671512) as an Independent Director of Company
5.	To regularize appointment of Mr. Rishin Rasheed (DIN: 09801238) as an Independent Director of Company
6.	To regularize appointment of Mr. Aneesh Kumar K Kuniyil (DIN: 11093470) as a Wholetime Director of the Company

**7. Appointment of M/s. Pooja Gala And Associates, Practicing Company Secretary, having Membership No. ACS 69393 and COP No. 25845 as the scrutinizer for purpose of conducting e-Voting Process in fair and transparent manner.**

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8. Appointment of M/s SPSN And Associates, Peer Review No. 6138/2024 through Partners Mrs. Sandhya Ravi Nair (Membership No. F13180; COP: 14427) Practicing Company Secretaries, to issue compliance Certificates in this regard to SEBI (ICDR) Regulation, 2018 as amended time to time.
9. To take on record the Resignation of Mr. Mayur Bhailal Bhanushali (DIN:08594476).

The meeting of the Board of Directors commenced at 11.00 A.M. and concluded at 1.35 P.M  
Kindly take the same on record. The information in the above notice is also available on the website of the Company.

<p><b>Place: Nagpur</b> <b>Date: 14.05.2025</b></p>	<p><b>By Order of the Board</b> <b>For Hari Govind International Ltd</b></p> <p><b>Jugal Kishore Harikishan Maniyar</b> <b>Whole-Time-Director</b> <b>DIN: 00094237</b></p>
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**Registered Office:**

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## Annexure A:

**Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Name of Director</b>	Mr. Reveesh Moolamkuzhiyil Varghese	Mr. Rishin Rasheed	Mr. Aneesh Kumar K Kuniyil
<b>DIN</b>	07671512	09801238	11093470
<b>Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise</b>	Appointment as Independent, Additional Director of the Company for a term of 5 years with effect from May 14, 2025, subject to approval of the shareholders.	Appointment as Independent, Additional Director of the Company for a term of 5 years with effect from May 14, 2025, subject to approval of the shareholders.	Appointment as a wholetime director of the Company, which is effective from May 14, 2025 for a term of 5 years subject to approval of the shareholders.
<b>Brief Resume of the Director &amp; Qualification</b>	Mr. Reveesh M V is a dynamic and versatile professional with a rich background in Technology, Information Technology, Virtual Production, Corporate Governance, and Law. A Bachelor of Law (LL.B) graduate, he combines legal expertise with a deep technical skill set, offering strategic consultancy to multiple industries, including Broadcast Media, Film, NBFCs, Automotive, and Hospitality.	Mr. Rishin Rasheed has over 15 years of diverse experience in strategic operations, business development, and quality management across large-scale integrated facilities. He has held progressive leadership roles, culminating in his current position as General Manager, where he leads multi-faceted operations while ensuring adherence to global standards such as HACCP and ISO 22000.	Mr. Aneesh Kumar Kuniyil has a Post Graduate degree in Commerce and a Post Graduate diploma in Journalism, Aneesh worked as Press reporter for more than three years following which he was with several contemporary publications. He was the founder publisher of the weekly Kerala Nanma Vartha, for its initial four and a half years of publication.
<b>Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company</b>	Mr. Reveesh M V is not related to any Board Members	Mr. Rishin Rasheed is not related to any Board Members	Mr. Aneesh Kumar K Kuniyil is not related to any Board Members
<b>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018 - 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24,</b>	Mr. Reveesh M V is not debarred from holding the office of director pursuant to any SEBI order or any other authority.	Mr. Rishin Rasheed is not debarred from holding the office of director pursuant to any SEBI order or any other authority.	Mr. Aneesh Kumar K Kuniyil is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

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dated 20th June, 2018			
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## Annexure - B

Disclosure in terms of SEBI Circulars in relation to the share purchase agreement entered into to acquire the equity shares and control of the Company:

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	Hari Govind International Ltd, existing promoters and, Shaju Thomas ("Acquirer No. 1"), and Linta P Jose ("Acquirer No. 2")
2.	Purpose of entering into the agreement	To record the terms of sale and purchase of 30,00,000 (Thirty Lakhs) equity shares of the Target Company which represents 60% (Sixty) percent of the total paid-up equity share capital of the Target Company held by the Existing Promoters to the Acquirers for a consideration of INR 10.00/- (Indian Rupees Ten) per equity share of the Target Company which aggregates to 3,00,00,000 (Indian Rupees Three Crore Only), subject to customary conditions precedent stated in the Promoter's SPA and subject to requisite approval including from Securities and Exchange Board of India.
3.	Shareholding, if any, in the entity with whom the agreement is executed	The parties to the Promoter's SPA are individual, hence it is not applicable
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	NIL
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	NO
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	NO
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable under the Promoter's SPA
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Upon consummation of the Promoter's SPA and subject to regulatory approvals and conditions, including applicable requirements of the SEBI SAST Regulations, the current promoters shall cease to exercise control over the Target Company and the Acquirers herein shall be classified as promoters of the Target Company.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): i. Name of parties to the agreement ii. Nature of the agreement iii. Date of execution of the agreement iv. Details of amendment and impact thereof or reasons of termination and impact thereof	Not applicable

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## Annexure C:

**Disclosure required under Regulation 30 read with Para A of Schedule III of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13 2023 and amendments thereof with regard to Alteration in the Main Object Clause of Memorandum of Association of the Company is given herein under.**

Sr. No	AMENDMENTS
1	<p>a. Alteration of existing Object Clause 3A by replacing the entire object clauses with the following:</p> <p>III. The objects for which the Company is established are: -</p> <p>(A). MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:</p> <p>1. To carry on the business as manufacturers, makers, processors, buyers, sellers, distributors, importers and exporters of all kinds of readymade garments and textiles, baby food, health drinks, beverages, toys, toiletries, hygiene products of all kinds across the globe, either offline or online or through any website or app.</p> <p>2. By replacing the existing <b>Clause IIIB</b> as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 A" and Deleting the OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS [Clause 3(B)] and Other Objects [Clause 3(C)]</p> <p>(B). Matters which are necessary for the furtherance of the Objects specified in Clause III (A)</p>
2	<p>Alteration of existing Clause 5 of Memorandum of Association of the Company by the following new Clause V as under:</p> <p>V. The Authorized Share Capital of the Company is Rs. 10,25,00,000 /- (Rupees Ten Crore Twenty-Five Lakhs) divided into 1,02,50,000 (One Crore Two Lakhs Fifty Thousand) equity shares of Rs. 10/- (Ten only) with power to increase and decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the Article of Association of the company for the time being in and to modify or abrogate any such right , privilege or condition in such a manner as may be permitted by the Companies Act or as provided by the Article of Association of the Company for the time being in force and with such modification from time to time.</p>

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## Annexure D

### Disclosure in terms of SEBI Circulars in relation to the proposed preferential issue of equity shares:

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment, etc.)	Preferential Issue on a private placement basis
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	37,75,000 equity shares having face value of ₹ 10/- each at an issue price of ₹ 10/- each.
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
a)	Name of the Investors	Annexure as below
b)	Post Allotment of securities – outcome of the subscription	
c)	Number of Investors	14 (Fourteen)
d)	Issue Price	₹ 10/-
e)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable
f)	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

### List of Proposed Allottees

Sr. No	Name of the Proposed Allottee	No. of Securities proposed to be allotted (No of Equity share)	Category	Pre-preferential Issue Shareholding percentage of the proposed allottees	% of Pre Issue Holding	*Post-preferential Issue Shareholding percentage of the proposed allottees	% of Post Issue Holding
1	Shaju Thomas	10,00,000	Proposed Promoter	NIL	N.A.	10,00,000	11.40
2	Linta P Jose	5,00,000	Proposed Promoter	NIL	N.A.	5,00,000	5.70
3	Kavicharla Kasi Ratnam	3,00,000	Non-Promoter	NIL	N.A.	3,00,000	3.42
4	Kavicherla A S V Ramana	2,50,000	Non-Promoter	NIL	N.A.	2,50,000	2.85
5	Savir Power and Automation Private Limited	5,00,000	Non-Promoter	NIL	N.A.	5,00,000	5.70
6	Ritu Atul Chauhan	20,000	Non-Promoter	NIL	N.A.	20,000	0.23
7	Kalpana Devi Jain	1,00,000	Non-Promoter	NIL	N.A.	1,00,000	1.14
8	Ajit Kumar	30,000	Non-Promoter	NIL	N.A.	30,000	0.34
9	Daizam Aggarwal	5,00,000	Non-Promoter	NIL	N.A.	5,00,000	5.70
10	Mimex India Privat Limited	2,50,000	Non-Promoter	NIL	N.A.	2,50,000	2.85

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Sr. No	Name of the Proposed Allottee	No. of Securities proposed to be allotted (No of Equity share)	Category	Pre-preferential Issue Shareholding percentage of the proposed allottees	% of Pre Issue Holding	*Post-preferential Issue Shareholding percentage of the proposed allottees	% of Post Issue Holding
11	Savitt Universal Limited	1,37,500	Non-Promoter	NIL	N.A.	1,37,500	1.57
12	Gaurav Umakant Prabhu	1,12,500	Non-Promoter	NIL	N.A.	1,12,500	1.28
13	Santosh J Pande	32,500	Non-Promoter	NIL	N.A.	32,500	0.37
14	Shiva Avdheshratan Dubey	42,500	Non-Promoter	NIL	N.A.	42,500	0.48
	<b>Total</b>	<b>37,75,000</b>				<b>37,75,000</b>	<b>43.02</b>

\* The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.