

# NOTICE

Notice is hereby given that the **Fifteenth (15<sup>th</sup>)** Annual General Meeting ("AGM") of members of **HARSHA ENGINEERS INTERNATIONAL LIMITED** ("the Company") will be held on Friday, September 12, 2025 at 11 a.m. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the:
  - a. Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 together with the reports of Board of Directors and Auditors thereon; and
  - b. Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 together with the report of Auditors thereon.
2. To declare a final dividend on equity shares for the financial year ended March 31, 2025.
3. To appoint a director in place of Mr. Pilak Shah (DIN:00407960), who retired by rotation, being eligible for re-appointment and offers himself for the same.
4. To appoint a director in place of Ms. Hetal Naik (DIN:01990172), who retired by rotation, being eligible for re-appointment and offers herself for the same.

## SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s Kiran J. Mehta & Co. (FRN:000025), Cost Accountants who were appointed by the Board of Directors as Cost Auditors based on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026, amounting to ₹ 2,10,000 p.a. (Rupees Two Lakh Ten Thousand Only) plus current applicable tax, if any and out of pocket expenses at actual, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** Mr. Rajendra Shah, Chairman & Whole-time Director, Mr. Harish Rangwala, Managing Director, Mr. Vishal Rangwala, CEO & Whole-time Director, Mr. Pilak Shah, COO & Whole-time Director, Mr. Maulik Jasani, VP Finance & Group CFO and Mr. Kiran Mohanty, Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.

**RESOLVED FURTHER THAT** any director or company secretary of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned person for necessary action."

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Chirag Shah & Associates, Peer Reviewed Firm of Practicing Company Secretaries be and are hereby appointed as the Company Secretary in Whole-time Practice for the purpose of carrying out the Secretarial Audit of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 at the remuneration as may be determined by the Board of Directors of the Company in consultation with Mr. Chirag Shah.

**RESOLVED FURTHER THAT** Mr. Rajendra Shah, Chairman & Whole-time Director, Mr. Harish Rangwala, Managing Director, Mr. Vishal Rangwala, CEO & Whole-time Director, Mr. Pilak Shah, COO & Whole-time Director, Mr. Maulik Jasani, VP Finance & Group CFO and Mr. Kiran Mohanty, Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorised to take all steps, to do all such acts, deeds and things as may be required and to file necessary forms with the appropriate authority as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.

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**RESOLVED FURTHER THAT** any director or company secretary of the Company be and is hereby authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action."

**May 08, 2025**

**Registered Office:**

Sarkhej-Bavla Road, Changodar,  
Ahmedabad, Sanand-382213, Gujarat, India.  
Tel.: 91-2717-618200, Fax: 91-2717-618259  
Email-Id: [sec@harshaengineers.com](mailto:sec@harshaengineers.com)  
Website: [www.harshaengineers.com](http://www.harshaengineers.com)  
CIN: L29307GJ2010PLC063233

**By Order of Board of the Directors**

**Kiran Mohanty**

**Company Secretary & Chief Compliance Officer**

**Mem No.: F9907**

**Notes:**

1. A statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars issued thereunder is also annexed.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "the Circular"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circular, the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not to be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the Circular, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
5. Details of Directors retiring by rotation/ seeking appointment/ re-appointment at this AGM are provided in the "**ANNEXURE**" to the Notice.
6. 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 Act.
7. Institutional / Corporate members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution authorising their representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 06, 2025 to Friday, September 12, 2025 (both days inclusive) for the purpose of ensuing AGM of the Company.
9. Members may note that the Board at its meeting held on May 08, 2025 has recommended a final dividend of ₹ 1 (10%) per equity share of ₹ 10 each fully paid-up to the members of the Company for the financial year ended March 31, 2025. The record date for the purpose of final dividend (if declared at the AGM) is Friday, August 29, 2025. The final dividend, once approved by the members at the ensuing AGM, will be paid on or after September 18, 2025, as under:
  - **In respect of Ordinary shares held in physical form:** To all the members, whose names are on the Company's Register of Members, after giving effect to valid transfer, transmission and transposition requests lodged with the Company, as on the close of business hours of Friday, August 29, 2025.
  - **In respect of Ordinary shares held in electronic form:** To all beneficial owners of the shares, as of end of day Friday, August 29, 2025, as per details furnished by the Depositories for this purpose.The members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft to such members.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board has fixed

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Friday, September 05, 2025 as the cut-off date to record entitlement of the members to cast their vote electronically for the business to be transacted at the ensuing AGM of the Company.

11. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of members effective from April 01, 2020 and the Company is required to deduct tax at source from dividend paid to the members at the rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company/ Registrar and Transfer Agent ("RTA") by sending documents through the e-mail on or before August 22, 2025 (Cut off period) to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please click <https://www.harshaengineers.com/InvestorRelations/sharholder-information.php> and also refer to the e-mail being sent to members in this regard.
12. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF Rules.
13. In compliance with the Circular and Regulation 36 of SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ RTA/ Depository Participants ("DP")/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at <https://www.harshaengineers.com/InvestorRelations/financial-information.php>, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of the National Securities Depository Limited ("NSDL") (agency for providing the E-Voting facility), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. All the members are requested to update their residential status, email address, mobile number, residential address, category and other details with their relevant depositories through their depository participants, in case the shares are held in electronic form or with the Company, in case the shares are held in physical form, as may be applicable.
15. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
16. In terms of Section 72 of the Act, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to the Company's RTA for nomination form by quoting their folio number.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an e-mail to [sec@harshaengineers.com](mailto:sec@harshaengineers.com).
18. The members may join the AGM through the VC/OAVM mode 30 (Thirty) minutes before and after 15 (fifteen) minutes the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large members (i.e. members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel ("KMP"), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. as they are allowed to attend the AGM without restriction of first come first served basis.
19. The Company vide Board resolution dated May 08, 2025 has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (Membership No.: F5545; COP. No.: 3498), to act as the Scrutiniser for conducting the remote e-voting system as well as the e-voting process on the date of the AGM, in a fair and transparent manner.
20. **Process and manner for Members opting for Remote e-Voting through Electronic means:**
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI

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Listing Regulations (as amended), and Circulars issued thereunder, the Company is providing facility of remote e-voting to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), an Authorised E-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

- ii. Members whose names are 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. Friday, September 05, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 05, 2025 shall be entitled to exercise vote electronically i.e. remote e-voting or e-voting on the date of the

AGM by following the procedure mentioned in this part.

- iv. The remote e-voting will commence on Monday, September 08, 2025 at 9:00 am (IST) and will end on Thursday, September 11, 2025 at 5:00 p.m. (IST). During this period, the members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Friday, September 05, 2025 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 disabled for voting by NSDL thereafter.
- v. 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.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 05, 2025.

### vii. The Instructions For Members For 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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be</li> </ol>

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Type of shareholders	Login Method
	<p>able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>





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Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	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 or joining virtual meeting & 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 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 helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### B. Login Method for e-Voting and joining virtual meeting 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***

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5. 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 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](http://www.evoting.nsdl.com).
      - b) **Physical User Reset Password?"**  
(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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.

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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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [chi118\\_min@yahoo.com](mailto:chi118_min@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Pallavi Mahatre (NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**

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 [sec@harshaengineers.com](mailto:sec@harshaengineers.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 PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [sec@harshaengineers.com](mailto:sec@harshaengineers.com). If 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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.

### **21. 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 through VC/OAVM facility 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.

### **22. Instructions for Members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by



## NOTICE (CONTD.)

following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [sec@harshaengineers.com](mailto:sec@harshaengineers.com). The same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [sec@harshaengineers.com](mailto:sec@harshaengineers.com). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company

reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Other Members who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

### 23. Other Notes

The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast through remote e-voting and votes cast during the AGM) and will submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The results declared along with the Scrutiniser's Report shall be placed on the Company's website <https://www.harshaengineers.com/InvestorRelations/stockexchange-compliance.php#> and on the website of NSDL i.e. <https://www.evoting.nsdl.com/> within the time stipulated under the applicable laws. It shall be communicated to the stock exchanges where the shares of the Company are listed.

#### Contact Details:

<b>Company</b>	Mr. Kiran Mohanty
	Company Secretary & Chief Compliance Officer
	E-mail Id : <a href="mailto:sec@harshaengineers.com">sec@harshaengineers.com</a>
<b>Registrar and Transfer Agent</b>	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
	C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400083
	E-mail Id : <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a>
<b>Scrutiniser</b>	Chirag Shah & Associates
	Practicing Company Secretaries
	E-mail Id : <a href="mailto:chi118_min@yahoo.com">chi118_min@yahoo.com</a>

# ANNEXURE

## STATEMENT / EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI LISTING REGULATIONS AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the business mentioned under Item No. 5 and 6 mentioned in the Notice:

### Item No.5

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the members of the Company.

The Audit Committee and Board at its meeting held on May 08, 2025, approved the appointment of M/s Kiran J. Mehta & Co. (FRN:000025), Cost Accountants as Cost Auditors of the Company for conducting Cost Audit of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 2,10,000 p.a. (Rupees Two Lakh Ten Thousand Only) plus current applicable tax, if any and out of pocket expenses at actual. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2026.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

The Board recommend the resolution set out at Item No. 5 of the Notice for your approval as an Ordinary Resolution.

### Item No.6

Pursuant to SEBI Listing Regulations, the Company is required to appoint or re-appoint a Secretarial Auditor subject to the following term limits and members approval at the AGM:

- An individual Secretarial Auditor may serve for a single term of five consecutive years; or
- A Secretarial Audit firm may serve for a maximum of two consecutive terms of five years

In view of the above, the Board at its meeting held on May 08, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Chirag Shah & Associates, Peer Reviewed Firm of Practicing Company Secretaries, as a Secretarial Auditor of the Company for a term of five consecutive years commencing from financial

year 2025-26 till financial year 2029-30, subject to approval of the Members at the ensuing AGM of the Company. The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### Brief Profile:

M/s Chirag Shah and Associates was incorporated as a Proprietorship firm in the year of 2000 with a vision and having expertise knowledge by Mr. Chirag B. Shah and qualified Company Secretaries as employee at present. In the year of 2018-19, Proprietorship firm was converted in to a Partnership firm with the same name i.e. "Chirag Shah and Associates" due to expansion of practice and to serve the clients better.

M/s Chirag Shah & Associates has provided consent to act as the Secretarial Auditor of the Company and also confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s Chirag Shah & Associates as Secretarial Auditor is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

### Terms of appointment:

M/s Chirag Shah & Associates, Peer Reviewed Firm of Practicing Company Secretaries (Peer Review Certificate No. 6543/2025) is proposed to be appointed for the first term of five consecutive years for conducting secretarial audit of the Company from financial year 2025-26 to financial year 2029-30.

The proposed fees payable to M/s Chirag Shah & Associates is ₹ 2,00,000/- (Rupees Two Lakhs only) per annum. The said fees shall exclude applicable taxes, certification fees, reimbursements and other outlays. The Audit Committee and Board are proposed to be authorised to revise the secretarial audit fee, from time to time.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

The Board recommend the resolution set out at Item No. 6 of the Notice for your approval as an Ordinary Resolution.

**By Order of Board of the Directors**

**May 08, 2025**

### Registered Office:

Sarkhej-Bavla Road, Changodar,  
Ahmedabad, Sanand-382213, Gujarat, India.  
Tel.: 91-2717-618200, Fax: 91-2717-618259  
Email-Id: [sec@harshaengineers.com](mailto:sec@harshaengineers.com)  
Website: [www.harshaengineers.com](http://www.harshaengineers.com)  
CIN: L29307GJ2010PLC063233

**Kiran Mohanty**  
**Company Secretary & Chief Compliance Officer**  
**Mem No.: F9907**

### DETAILS OF DIRECTORS RETIRING BY ROTATION

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

#### 1. Mr. Pilak Shah

Sl. No.	Particulars	Details
1	Father Name	Mr. Rajendra Shah
2	Date of Birth	December 18, 1981
3	Director Identification Number	00407960
4	Qualification	<ul style="list-style-type: none"> <li>Bachelor's degree in Mechanical Engineering</li> <li>Master's degree in Integrated Manufacturing Systems Engineering</li> </ul>
5	Occupation	Business
6	Association	Appointed as director in the Company w.e.f. February 05, 2016
7	Designation	COO & Whole-time Director
8	Directorship held in other Listed Entities	-
9	Nature of expertise in specific functional areas	He joined our Company in 2006, as a manager for resource management and was thereafter, appointed as director on the Board of our Company on February 05, 2016. He is responsible for the overall strategic directions of the Harsha Group. He has over 19 years of experience in the precision engineering business for bearing cages and stamped components.
10	Disclosure of relationships between directors and KMP inter-se	Mr. Pilak Shah is son of Mr. Rajendra Shah, Chairman & Whole-time Director and brother of Ms. Hetal Naik, Whole-time Director
11	Listed Entities (Other than the Company) from which he has resigned as Director in past 3 years	-
12	Memberships/Chairmanships of committees of other Listed Entities	-
13	Number of Equity Shares held in the Company	71,98,281

#### 2. Ms. Hetal Naik

Sl. No.	Particulars	Details
1	Father Name	Mr. Rajendra Shah
2	Date of Birth	July 11, 1975
3	Director Identification Number	01990172
4	Qualification	<ul style="list-style-type: none"> <li>Bachelor's degree in Mechanical Engineering</li> <li>Master of Technology in Mechanical Engineering with specialisation in Design Engineering</li> </ul>
5	Occupation	Business
6	Association	Appointed as director in the Company w.e.f. August 12, 2021
7	Designation	Whole-time Director
8	Directorship held in other Listed Entities	-
9	Nature of expertise in specific functional areas	She has extensive knowledge and technical skills in Designing Software's, Design Failure Mode and Effect Analysis (DFMEA), Automotive Engineering, Lean Manufacturing, Geometric Dimensioning and Tolerancing (GD&T), Sheet Metal, Total Productive Maintenance (TPM) etc. She is responsible for Health and Safety of all employees and other stakeholders who may be affected by the Company's operations. She also plays a vital role in managing TPM function of the Company.

Sl. No.	Particulars	Details
10	Disclosure of relationships between directors and KMP inter-se	Ms. Hetal Naik is daughter of Mr. Rajendra Shah, Chairman & Whole-time Director and sister of Mr. Pilak Shah, COO & Whole-time Director
11	Listed Entities (Other than the Company) from which he has resigned as Director in past 3 years	-
12	Memberships/Chairmanships of committees of other Listed Entities	-
13	Number of Equity Shares held in the Company	33,96,006

For other details such as number of meetings of the board and its committees attended during the year, remuneration drawn and relationship with other directors and key managerial personnel, in respect of the above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

**May 08, 2025**

**Registered Office:**

Sarkhej-Bavla Road, Changodar,  
Ahmedabad, Sanand-382213, Gujarat, India.  
Tel.: 91-2717-618200, Fax: 91-2717-618259  
Email-Id: [sec@harshaengineers.com](mailto:sec@harshaengineers.com)  
Website: [www.harshaengineers.com](http://www.harshaengineers.com)  
CIN: L29307GJ2010PLC063233

**By Order of Board of the Directors**

**Kiran Mohanty**  
**Company Secretary & Chief Compliance Officer**  
**Mem No.: F9907**