

Notice

Notice is hereby given that the **Sixteenth (16th)** Annual General Meeting ("AGM") of members of **HARSHA ENGINEERS INTERNATIONAL LIMITED** ("the Company") will be held on Thursday, July 23, 2026 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, 2026 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, 2026 together with the report of Auditors thereon.
2. To declare a final dividend on equity shares for the financial year ended March 31, 2026.
3. To appoint a director in place of Mr. Rajendra Shah (DIN:00061922), who retired by rotation, being eligible for re-appointment and offers himself for the same.
4. To appoint a director in place of Mr. Harish Rangwala (DIN:00278062), who retired by rotation, being eligible for re-appointment and offers himself for the same.
5. To appoint M/s Mukesh M. Shah & Co., Chartered Accountants, (FRN:106625W) as the Statutory Auditors for a term of 5 (Five) consecutive years and authorise Board of Directors to fix their remuneration.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, and pursuant to the recommendations of Audit Committee and Board of Directors of the Company, appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants, (FRN : 106625W) Ahmedabad as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 16th Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company with such remuneration as may be decided by the Board of Directors.

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 authorized 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.

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

SPECIAL BUSINESS:

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 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, 2027, amounting to ₹ 250,000 p.a. (Rupees Two Lakh Fifty 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 authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect



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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 authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned person for necessary action.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act and pursuant to SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per other applicable laws (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the articles of association of the Company, Mr. Ambar Patel (DIN:00050042), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from January 10, 2027 to January 9, 2032, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Mr. Ambar Patel (DIN: 00050042), beyond November 20, 2028, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.

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 authorized to file necessary forms with the Registrar of Companies, Ahmedabad in Gujarat, and do all such acts, deeds, matters and

things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act and pursuant to SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per other applicable laws (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the articles of association of the Company, Mr. Bhushan Punani (DIN:00119874), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from January 10, 2027 to January 9, 2032, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Mr. Bhushan Punani (DIN: 00119874), beyond January 3, 2029, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.

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 authorized to file necessary forms with the Registrar of Companies, Ahmedabad in Gujarat, and do all such acts, deeds, matters and

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things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act and pursuant to SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per other applicable laws (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the articles of association of the Company, Mr. Kunal Shah (DIN:02087152), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from January 10, 2027 to January 9, 2032, not liable to retire by rotation.

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 authorized to file necessary forms with the Registrar of Companies, Ahmedabad in Gujarat, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act and pursuant to SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per other applicable laws (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the articles of association of the Company, Mr. Ramakrishnan Kasinathan (DIN:09461806), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from January 10, 2027 to January 9, 2032, not liable to retire by rotation.

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 authorized to file necessary forms with the Registrar of Companies, Ahmedabad in Gujarat, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules



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made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended from time to time, read with all circulars and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions or sanctions, the consent of the shareholders of the Company be and is hereby accorded to the introduction and implementation of '**Harsha Engineers International Limited- Employee Stock Option Plan 2026**' ("**ESOP 2026**" or "**Plan**"), the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding **1,800,000 (Eighteen lakhs)** employee stock options ("**Options**"), to or for the benefit of such eligible employees of the Company, exclusively working in India or outside, as determined in terms of the Plan, exercisable into not more than **1,800,000 (Eighteen lakhs)** equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid-up ("**Shares**"), where one Option shall convert into one Share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Shares to be issued and allotted pursuant to the exercise of Options under the Plan shall rank pari passu with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s), including but not limited to rights issues, bonus issues, merger and sale of division and others, if any additional Options are required to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Options granted, as may be permitted under applicable laws.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies and applicable accounting standards prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the Plan on the stock exchanges, where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters

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and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended from time to time, read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or

imposed while granting such approvals, permissions or sanctions, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“Options”) under the ‘**Harsha Engineers International Limited- Employee Stock Option Plan 2026**’ (“**ESOP 2026**” or “**Plan**”), to the eligible employees of the subsidiary company of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2026, within the ceiling of total number of Options and equity shares, as specified in ESOP 2026 along with such other terms and conditions and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Plan.”

May 7, 2026

Registered Office:

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

By Order of Board of the Directors

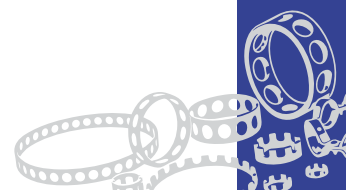
Kiran Mohanty
Company Secretary & Chief Compliance Officer
Mem No.: F9907

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. 03/2025 dated September 22, 2025 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.

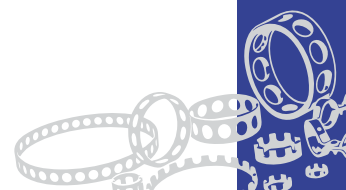


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5. Details of Directors retiring by rotation/ seeking appointment/re-appointment at this AGM are provided in the "**ANNEXURE A**" to the Notice.
6. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning 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 authorizing 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 Friday, July 17, 2026 to Thursday, July 23, 2026 (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 7, 2026 has recommended a final dividend of ₹ 1.5 (15%) per equity share of ₹ 10 each fully paid-up to the members of the Company for the financial year ended March 31, 2026. The record date for the purpose of final dividend (if declared at the AGM) is Thursday, July 9, 2026. The final dividend, once approved by the members at the ensuing AGM, will be paid on or after July 29, 2026, 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 Thursday, July 9, 2026.
 - **In respect of Ordinary shares held in electronic form:** To all beneficial owners of the shares, as of end of day Thursday, July 9, 2026, as per details furnished by the Depositories for this purpose.
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 Thursday, July 16, 2026 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 1, 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 June 20, 2026 (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 2025-26 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 2025-26 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 and 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.
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.

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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
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. The Company vide Board resolution dated May 7, 2026 has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (Membership No.: F5545; COP. No.: 3498), to act as the Scrutinizer 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 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 Authorized 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. Thursday, July 16, 2026, 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. Thursday, July 16, 2026 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, July 20, 2026 at 9:00 am (IST) and will end on Wednesday, July 22, 2026 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. Thursday, July 16, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be 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. Thursday, July 16, 2026.



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vii. How do I vote electronically using NSDL e-Voting system?

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 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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 the remote e-Voting period or joining virtual meeting & voting during the meeting.

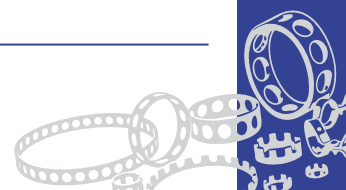
Notice (Contd.)

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user you existing my easi username & password. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



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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***

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

Notice (Contd.)

for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chi118_min@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through



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the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mahatre (NSDL Official) at 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.
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. 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 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.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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.

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 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.

Notice (Contd.)

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further 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. 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. 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.

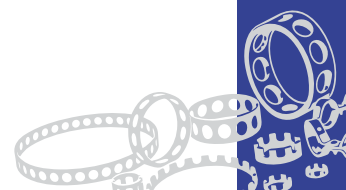
21. Other Notes

The Scrutinizer 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 Scrutinizer'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 Scrutinizer'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:

Company	Mr. Kiran Mohanty
	Company Secretary & Chief Compliance Officer
	E-mail Id : sec@harshaengineers.com
Registrar and Transfer Agent	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
	5 th Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006.
	E-mail Id : investor.helpdesk@in.mpms.mufg.com
Scrutinizer	Chirag Shah & Associates
	Practicing Company Secretaries
	E-mail Id : chi118_min@yahoo.com



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 to 12 mentioned in the Notice:

Item No.5

M/s. Pankaj R. Shah & Associates, Chartered Accountants (FRN:107361W) will complete their term of 5 (Five) years as Statutory Auditors on the conclusion of 16th Annual General Meeting of the Company.

The Board of Directors has recommended the appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants, (FRN:106625W), as Statutory Auditors of the Company for a period of 5 (Five) consecutive years, commencing from the conclusion of 16th AGM till the conclusion of the 21st AGM, subject to approval of the Shareholders of the Company.

M/s. Mukesh M. Shah & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- A. Proposed fees payable to the statutory auditor(s):** ₹ 17.5 lakhs plus applicable taxes. There is no material change in the fees payable to M/s Mukesh M. Shah & Co., Chartered Accountants from that paid to M/s Pankaj R. Shah & Associates, Chartered Accountants.
- B. Terms of appointment:** Appointment as Statutory Auditors of the Company from conclusion of 16th AGM up to conclusion of 21st AGM to carry out Audit of the Financial Statements of the Company and Limited Review of the Unaudited Quarterly Financial Results of the Company. All other terms of appointment shall be as per Letter of Appointment.
- C. Rationale/Basis of recommendation for appointment:** The Board of Directors and Audit Committee have considered various evaluation criteria with respect to skillset, governance & competitiveness and recommend the appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants as the Statutory Auditors to the Shareholders of the Company.

- D. Credentials of the Statutory Auditors proposed to be appointed:** M/s. Mukesh M. Shah & Co., Chartered Accountants (FRN:106625W) is Registered with the Institute of Chartered Accountants of India. M/s. Mukesh M. Shah & Co., Chartered Accountants is a reputed Chartered Accountancy firm established in 1978, having more than 45 years of professional experience, with its Head Office situated in Ahmedabad. The firm is ranked among the leading Chartered Accountancy firms in India and currently holds the 73rd position nationally. The firm has a strong professional team comprising more than 75 members and is led by 5 partners possessing extensive expertise and experience across various domains. M/s. Mukesh M. Shah & Co., Chartered Accountants is committed to supporting business growth and success for its clients through quality professional services delivered with sincerity, honesty, and integrity, while ensuring a client-centric approach at all times.

The Company has received their eligibility and willingness for their proposed appointment as a Statutory Auditor for the period from conclusion of the 16th AGM up to the conclusion of 21st AGM of the Company.

None of the Directors, Key Managerial Personnel, and/or their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 5 of the Notice. The Board recommends the resolution set forth in item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

Item No.6

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 7, 2026, 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, 2027 at a remuneration of ₹ 250,000 p.a. (Rupees Two Lakh Fifty Thousand Only) plus current applicable tax, if any and out of pocket expenses at actual. Accordingly, ratification by

Annexure (Contd.)

the members is sought for the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2027.

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.

Item No.7

At an Extra-ordinary General Meeting of the members held on January 11, 2022, the Members had approved the appointment of Mr. Ambar Patel (DIN:00050042) as an Independent Director to hold office upto January 9, 2027 ("First Term"). His first term will be completed on January 9, 2027.

Pursuant to the Act and SEBI Listing Regulations, the Board and Nomination & Remuneration Committee at their meeting held on May 7, 2026, after taking into account the performance evaluation of Mr. Ambar Patel (DIN: 00050042) during his first term of 5 (Five) consecutive years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, re-appointed for a second term of 5 (Five) consecutive years w.e.f January 10, 2027 to January 9, 2032 (both days inclusive) subject to approval of Members.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person, reappoint or continue the directorship of any person who has attained the age of seventy-five years, unless a special resolution is passed to that effect. Mr. Ambar Patel (DIN:00050042) will attain the age of 75 years during the continuation of his second term i.e., on November 20, 2028. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

The Board, considers that, given Mr. Ambar Patel's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Ambar Patel (DIN:00050042) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ambar Patel (DIN:00050042) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Ambar Patel (DIN:00050042) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as an Independent Director of the Company.

The Company has also received declaration from Mr. Ambar Patel (DIN:00050042) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Ambar Patel (DIN: 00050042) fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Ambar Patel (DIN: 00050042) for the office of an Independent Director.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Apart from receiving Directors' remuneration by way of sitting fees as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, for a term of 5 (five) consecutive years commencing from January 10, 2027 to January 9, 2032 (both days inclusive), does not have any other pecuniary relationship with the Company.

Except Mr. Ambar Patel (DIN:00050042), and/or his relatives, none of the Directors and Key Managerial Personnel ("KMP") of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at Item No. 7 of Notice.

Additional Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards-2 are provided in the "ANNEXURE B" to the Notice.

The Board recommend the resolution set out at Item No. 7 of the Notice for your approval as a Special Resolution.

Item No.8

At an Extra-ordinary General Meeting of the members held on January 11, 2022, the Members had approved the appointment of Mr. Bhushan Punani (DIN:00119874) as an Independent Director to hold office upto January 9, 2027 ("First Term"). His first term will be completed on January 9, 2027.



Annexure (Contd.)

Pursuant to the Act and SEBI Listing Regulations, The Board and Nomination & Remuneration Committee at their meeting held on May 7, 2026, after taking into account the performance evaluation of Mr. Bhushan Punani (DIN: 00119874) during his first term of 5 (Five) Consecutive years and considering his knowledge, acumen, expertise, substantial contribution and time commitment re-appointed for a second term of 5 (Five) consecutive years w.e.f January 10, 2027 to January 9, 2032 (both days inclusive) subject to approval of the members.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Further, pursuant to Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person, reappoint or continue the directorship of any person who has attained the age of seventy-five years, unless a special resolution is passed to that effect. Mr. Bhushan Punani (DIN: 00119874) will attain the age of 75 years during the continuation of his second term i.e., on January 03, 2029. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

The Board, considers that, given Mr. Bhushan Punani's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Bhushan Punani (DIN:00119874) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Bhushan Punani (DIN: 00119874) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Bhushan Punani (DIN:00119874) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as an Independent Director of the Company.

The Company has also received declaration from Mr. Bhushan Punani (DIN: 00119874) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Bhushan Punani (DIN: 00119874) fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI

Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Bhushan Punani (DIN:00119874) for the office of the director.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Apart from receiving Directors' remuneration by way of sitting fees as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, for a term of 5 (five) consecutive years commencing from January 10, 2027 to January 9, 2032 (both days inclusive), does not have any other pecuniary relationship with the Company.

Except Mr. Bhushan Punani (DIN: 00119874), and/ or his relatives, none of the Directors and Key Managerial Personnel ("KMP") of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at Item No. 8 of Notice.

Additional Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards-2 are provided in the "**ANNEXURE C**" to the Notice.

The Board recommend the resolution set out at Item No. 8 of the Notice for your approval as a Special Resolution.

Item No.9

At an Extra-ordinary General Meeting of the members held on January 11, 2022, the Members had approved the appointment of Mr. Kunal Shah (DIN:02087152) as an Independent Director to hold office upto January 9, 2027 ("First Term"). His first term will be completed on January 9, 2027.

Pursuant to the Act and SEBI Listing Regulations, the Board and Nomination and Remuneration Committee at their meeting held on May 07, 2026 after taking into account the performance evaluation of Mr. Kunal Shah (DIN: 02087152) during his first term of 5 (Five) consecutive years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, re-appointed for a second term of 5 (Five) consecutive years w.e.f January 10, 2027 to January 9, 2032 (both days inclusive) subject to approval of Members.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

Annexure (Contd.)

Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

The Board, considers that, given Mr. Kunal Shah's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Kunal Shah (DIN:02087152) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Kunal Shah (DIN: 02087152) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Kunal Shah (DIN:02087152) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as an Independent Director of the Company.

The Company has also received declaration from Mr. Kunal Shah (DIN:02087152) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Kunal Shah (DIN: 02087152) fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Kunal Shah (DIN: 02087152) for the office of the director.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Apart from receiving Directors' remuneration by way of sitting fees as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, for a term of 5 (five) consecutive years commencing from January 10, 2027 to January 09, 2032 (both days inclusive), does not have any other pecuniary relationship with the Company.

Except Mr. Kunal Shah (DIN:02087152), and/ or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at Item No. 9 of Notice.

Additional Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards-2 are provided in the "ANNEXURE D" to the Notice.

The Board recommend the resolution set out at Item No. 9 of the Notice for your approval as a Special Resolution.

Item No.10

At an Extra-ordinary General Meeting of the members held on January 11, 2022, the Members had approved the appointment of Mr. Ramakrishnan Kasinathan (DIN:09461806) as an Independent Director to hold office upto January 09, 2027 ("First Term"). His first term will be completed on January 09, 2027.

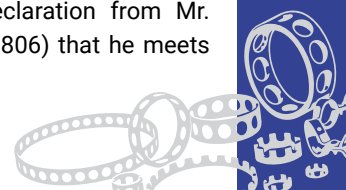
Pursuant to the Act and SEBI Listing Regulations, the Board and Nomination and Remuneration Committee at their meeting held on May 07, 2026, after taking into account the performance evaluation of Mr. Ramakrishnan Kasinathan (DIN:09461806) during his first term of 5(Five) consecutive years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, re-appointed for a second term of 5 (Five) consecutive years w.e.f January 10, 2027 to January 09, 2032 (both days inclusive) subject to approval of Members.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

The Board, considers that, given Mr. Ramakrishnan Kasinathan's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Ramakrishnan Kasinathan (DIN:09461806) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ramakrishnan Kasinathan (DIN:09461806) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Ramakrishnan Kasinathan (DIN:09461806) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as an Independent Director of the Company.

The Company has also received declaration from Mr. Ramakrishnan Kasinathan (DIN:09461806) that he meets



Annexure (Contd.)

the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Ramakrishnan Kasinathan (DIN: 09461806) fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Ramakrishnan Kasinathan (DIN: 09461806) for the office of the director.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Apart from receiving Directors' remuneration by way of sitting fees as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, for a term of 5 (five) consecutive years commencing from January 10, 2027 to January 9, 2032 (both days inclusive), does not have any other pecuniary relationship with the Company.

Except Mr. Ramakrishnan Kasinathan (DIN: 09461806), and/ or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at Item No. 10 of Notice.

Additional Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards-2 are provided in the "ANNEXURE E" to the Notice.

The Board recommend the resolution set out at Item No. 10 of the Notice for your approval as a Special Resolution.

Item No.11 & 12

Equity based compensation is considered as an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Equity based compensation schemes are an effective tool to reward the employees and key talents working with Company.

Your Company believes that equity-based compensation schemes are an effective tool to reward the talents working with the Company. With a view to motivate employees for their contribution to the corporate growth, to create an employee ownership culture and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option scheme namely

'Harsha Engineers International Limited- Employee Stock Option Plan 2026' ("ESOP 2026" or "Plan"). The proposed Scheme is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ("**SBEB Regulations**").

Given the background, the Nomination and Remuneration Committee of the Directors ("**Committee**") and the Board of Directors of the Company ("**Board**") at their respective meetings held on May 7, 2026 had approved the proposed '**Harsha Engineers International Limited- Employee Stock Option Plan 2026' ("ESOP 2026" or "Plan")**', subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), features of the Plan are given as under:

a) Brief description of the Plan:

Keeping the view of aforesaid objectives, the ESOP 2026 contemplates grant of Options to the eligible employees of the Company and/ or its subsidiary(s) exclusively working in India or outside India, as determined in terms of the ESOP 2026 and in due compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not an obligation) to exercise the Vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Committee shall act as the Compensation Committee and shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee, and such determination shall be final and binding upon all persons having an interest in the Plan.

b) Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed **1,800,000 (Eighteen lakhs) Options**. Each Option when exercised would be converted into one equity share of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up.

Annexure (Contd.)

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c) Identification of classes of employees entitled to participate in the Plan:

Following classes of employees and directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India, or
- (ii) a Director of the Company, whether a whole-time Director or not, including a non-executive Director, who is not a Promoter or member of the Promoter Group but excluding an Independent Director;
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of Subsidiary Company in India or outside India

but excludes-

- a. an Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. a Director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity Shares of the Company.

The Committee while granting the Options to any eligible employee(s) of any subsidiary company shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d) Requirements of vesting and period of vesting:

The Option Granted under the ESOP 2026 would Vest not earlier than the minimum Vesting Period of **1 (One) year** and not later than maximum Vesting Period of **4 (Four) years** from the date of Grant.

Provided that in case where Options are Granted by the Company under the ESOP 2026 in lieu of Options held by a person under a similar plan in another company ("Transferor Company") which has merged or amalgamated with the Company, the period during which the Options Granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this sub-clause in due compliance with the provisions of SEBI SBEB Regulations.

Provided further that in the event of death or Permanent Incapacity of an Option Grantee, the minimum Vesting Period shall not be applicable and in such instances, all the Unvested Options shall Vest with effect from date of the death or Permanent Incapacity, as the case may be.

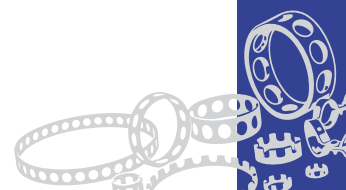
Provided further that in case of Retirement, all the Unvested Options as on the date of Retirement would continue to Vest in accordance with the original vesting schedules even after the Retirement (refer clause 8.2 of the Plan for details), unless otherwise determined by the Committee in accordance with the Company's Policies and provisions of the then prevailing Applicable Laws.

Unless the Committee specifies a different Vesting Schedule, subject to compliance with sub-clause 7.1 of the Plan, the following Vesting Schedule shall apply to all Grants made under the Scheme:

Vesting Period	Vesting Schedule
At the end of 1 (one) year from the date of Grant	10% of the Options Granted
At the end of 2 (two) year from the date of Grant	20% of the Options Granted
At the end of 3 (three) year from the date of Grant	30% of the Options Granted
At the end of 4 (four) year from the date of Grant	40% of the Options Granted

In the event that an Employee, who has been Granted Options under the ESOP 2026, is transferred or deputed or seconded to/ from its Subsidiary Company prior to Vesting, the original Vesting Period as defined under the respective letter of Grant shall continue in the case of such transferred, deputed, or seconded employee even after the transfer, deputation, or secondment.

The vesting of Options shall be contingent upon the Employee's continued employment or service with the Company or its Subsidiary, as applicable.



Annexure (Contd.)

In addition, the Committee may, at its sole discretion, impose specific corporate performance conditions as a prerequisite for vesting.

Such corporate performance parameters may include, inter alia, achievement of Board-approved annual targets relating to Revenue and Profit After Tax, or any other performance metric(s) as determined by the Committee. The satisfaction of these performance conditions shall be required for the Options to vest, as specified in the Letter of Grant.

The Committee shall have the authority to determine the applicable performance parameters for an individual Employee or a class of Employees, based on their respective roles and responsibilities. The Committee may also assign appropriate weightages to such parameters, as it deems fit.

As a pre-requisite for a valid Vesting, an Option Grantee is required to be in employment or service of the Company or its Subsidiary Company as the case may be, on the date of Vesting and must neither be serving his notice for termination of employment/service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting. In case of any disciplinary proceedings against any Option Grantee, the relevant Vesting shall be kept in abeyance until disposal of the proceedings, and such Vesting shall be determined accordingly.

The specific Vesting Schedule, and Vesting Condition, if any, in respect of the Options Granted under the ESOP 2026 shall be determined by the Committee and may vary from Employee to Employee or any class thereof and/ or in respect of the number or percentage of Options to be Vested and would be outlined in the letter of Grant given to the Option Grantee at the time of Grant of Options.

Vesting of Options in case of Option Grantee on long leave: The period of leave shall not be considered in determining the Vesting Period in the event the Option Grantee is on a sabbatical, as defined in the Company Policies/Terms of Employment. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Committee.

e) Maximum period within which the Option shall be vested:

All the Options granted on any date shall vest not later than the maximum vesting period of **4 (Four) years** from the date of each grant.

f) Exercise price or pricing formula:

The Exercise Price per Option shall be determined by the Committee, which can be at a maximum discount of upto 20% (Twenty percent) to the Market Price of the Shares as on Grant date. However, the Exercise Price per Option shall not be less than the face value of the Share of the Company.

The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.

g) Exercise period and the process of Exercise:

The Exercise Period for Vested Options shall be a maximum of **4 (Four) years** commencing from the relevant date of Vesting of Options, or such other shorter period as may be prescribed by the Committee at the time of Grant. All the Vested Options can be Exercised by the Option Grantee at one time or at various points of time within the Exercise Period.

The Options shall be deemed to have been Exercised when an Employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of Shares against the Options Vested in him, subject to payment of Exercise Price and compliance with other requisite conditions of Exercise.

The exercise period for vested Options shall be a maximum of **4 (Four) years** commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Plan:

The broad criteria for appraisal and selection may include parameters like grade, past performance, potential contribution, current tenure with the Company, degree of indispensability and/or such other criteria as may be determined by the Committee at its sole discretion, from time to time. However,

Annexure (Contd.)

for new joiners, the broad criteria for selection shall be basis prior work experience, applicable skills, designated job role or such other factors as determined by the Committee.

Provided that the Committee while granting the Options to any eligible Employee(s) of its Subsidiary Company, in India or outside India, shall at its discretion, consider the factors including but not limited to the role(s) of such Employee(s) for safeguarding the interest of the Company, or such Employee's contribution to the Company.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted to each Employee per Grant and in aggregate (taking into account all grants) shall vary depending upon the designation and the appraisal/ assessment process. However, per Employee and per Grant shall not exceed 600,000 (Six Lakh) Options and in aggregate shall not exceed 600,000 (Six Lakh) Options at the time of Grant.

j) Maximum quantum of benefits to be provided per employee:

The maximum quantum of benefits contemplated under the Plan are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Plan.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Plan.

k) Route of Plan implementation:

The Plan shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under the Plan:

The Plan contemplates Fresh/Primary issuance of Equity shares of the Company.

m) Amount of loan to be provided for implementation of the Plan(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the Plan.

n) Maximum percentage of secondary acquisition:

This is currently not contemplated under the Plan.

o) Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

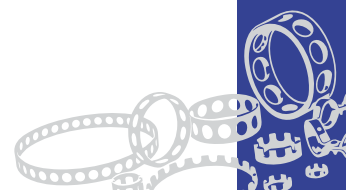
r) Period of Lock-in:

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The information above contains a key feature of the Plan. Shareholders are advised to refer the Plan for detailed information. A copy of draft ESOP 2026 is available for



Annexure (Contd.)

inspection at the Company's registered office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or

concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 2026.

The Board recommend the resolution set out at Item No. 11 and 12 of the Notice for your approval as a Special Resolution.

May 7, 2026

Registered Office:

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

By Order of Board of the Directors

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

Annexure A

DETAILS OF DIRECTORS RETIRING BY ROTATION

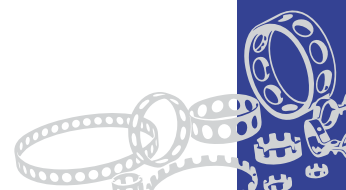
(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

1. Mr. Rajendra Shah

Sl. No.	Particulars	Details
1	Father Name	Late Mr. Shantilal Shah
2	Date of Birth	February 1, 1948
3	Director Identification Number	00061922
4	Qualification	Bachelor's degree in Mechanical Engineering
5	Occupation	Business
6	Association	Appointed as director in the Company w.e.f May 6, 2011
7	Designation	Chairman & Whole-time Director
8	Directorship held in other Listed Entities	<ul style="list-style-type: none"> • Transformers And Rectifiers (India) Limited • Ratnamani Metals And Tubes Limited
9	Nature of expertise in specific functional areas	He is looking after overall management of the Company, particularly all financial matters. He has over 53 years of experience in the precision engineering business for bearing cages and stamped components. He was awarded the AMA Atlas Dycechem "Outstanding Entrepreneur of the Year Award 2001" by the Ahmedabad Management Association.
10	Disclosure of relationships between directors and KMP inter-se	Mr. Rajendra Shah is the father of Mr. Pilak Shah, COO & Whole-time Director and Ms. Hetal Naik, Whole-time Director
11	Listed Entities (Other than the Company) from which he has resigned as Director in past 3 years	Welcast Steels Limited
12	Memberships/Chairmanships of committees of other Listed Entities	<u>Transformers And Rectifiers (India) Limited</u> <ol style="list-style-type: none"> 1. Audit Committee : Member 2. Nomination & Remuneration Committee : Member 3. Stakeholder Relationship Committee : Member <u>Ratnamani Metals & Tubes Limited</u> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee : Member 2. Project Review Committee : Member
13	Number of Equity Shares held in the Company	12,006,390

2. Mr. Harish Rangwala

Sl. No.	Particulars	Details
1	Father Name	Late Mr. Ranjit Rangwala
2	Date of Birth	August 1, 1948
3	Director Identification Number	00278062
4	Qualification	Bachelor's degree in Mechanical Engineering
5	Occupation	Business
6	Association	Appointed as director in the Company w.e.f December 11, 2010
7	Designation	Managing Director
8	Directorship held in other Listed Entities	-



Annexure A (Contd.)

Sl. No.	Particulars	Details
9	Nature of expertise in specific functional areas	He has over 53 years of experience in the precision engineering business for bearing cages and stamped components. Currently, he is looking after overall management of our Company along with renewable energy division.
10	Disclosure of relationships between directors and KMP inter-se	Mr. Harish Rangwala is the father of Mr. Vishal Rangwala, CEO & 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	11,206,364

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.

Annexure B

Name of Director	Mr. Ambar Patel
DIN	00050042
Nationality	India
Date of Birth	November 20, 1953
Age	72 Years
Date of first appointment on Board	January 10, 2022
Brief Resume	<p>He holds a Bachelor's degree in Mechanical Engineering from Gujarat University and possesses extensive experience in manufacturing and industrial management. He has been serving as the Managing Director of Shilp Gravures Limited since October 29, 1993.</p> <p>He currently serves as Co-Chairman of the Plastic Committee at the Gujarat Chamber of Commerce & Industry and is the Past President of the Santej Industrial Area Association. He is also associated with Aastha Charitable Trust as an Advisory Committee Member. He brings with him rich experience in manufacturing operations, strategic management, corporate governance, and industry association leadership.</p>
Experience and expertise in specific functional areas	Manufacturing operations, mechanical engineering, industrial management, strategic business management, corporate governance, industry association leadership, and industrial development.
Qualification	Bachelor's degree in Mechanical Engineering from Gujarat University
Disclosure of Relationships between Directors inter-se	Mr. Ambar Patel is not related to any Director/KMP of the Company.
Names of other listed entities in which the person holds the directorship	<ol style="list-style-type: none"> 1. Shilp Gravures Limited 2. Neptune Petrochemical Limited 3. Zodiac Energy Limited
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Names of other listed entities in which the person also holds Membership/ Chairmanship of Committees of other Boards	<u>Zodiac Energy Limited</u> <ol style="list-style-type: none"> 1. Audit Committee : Chairperson <u>Neptune Petrochemical Limited</u> <ol style="list-style-type: none"> 1. Audit Committee : Member 2. Nomination & Remuneration Committee : Member 3. Stakeholder Relationship Committee : Member
Shareholding in the Company as on the date of this report (including shareholding as a beneficial owner)	Nil
Terms and Conditions of appointment or re-appointment	He is re-appointed as Independent Director for a second term of five years effective from January 10, 2027
Details of remuneration last drawn in 2025-26	The total amount paid as sitting fee during FY 2026 is ₹ 1.2 lakhs
Details of remuneration sought to be paid	He will be eligible for payment of sitting fees as payable to other Non-Executive and Independent Directors of the Company as per the Nomination Remuneration Evaluation Policy of the Company.
Number of Meetings of the Board attended during the 2025-26	4 Board meetings were held during FY 2026 and he had attended all the meetings.
Skills and Capabilities required for the role and the manner in which he meets such requirements	As mentioned in the statement annexed to the Notice – Item No. 7

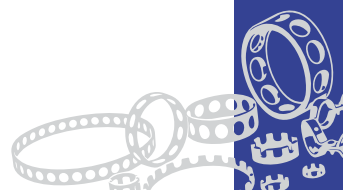


Annexure C

Name of Director	Dr. Bhushan Punani
DIN	00119874
Nationality	India
Date of Birth	January 3, 1954
Age	72 Years
Date of first appointment on Board	January 10, 2022
Brief Resume	<p>He is a distinguished professional with extensive experience in social development and institutional leadership. He is associated with the Blind People's Association, Ahmedabad as General Secretary.</p> <p>He has served as a member of the Central Advisory Board on Disability, the National Advisory Committee on Accessible Elections, and the Committee on Drafting of the National Law on Disability. He was honoured with the Distinguished Alumnus Award by the Indian Institute of Management, Ahmedabad in 2011.</p> <p>He holds a Bachelor's degree in Science (Dairy Husbandry) from B.N. Chakrabarty University, Kurukshetra, a Bachelor of Laws from Gujarat University, a postgraduate degree in Management from the Indian Institute of Management, Ahmedabad, and a Doctor of Philosophy (Commerce) from Gujarat University. He has also completed a special course in vocational rehabilitation from the University of Haifa, School of Social Work.</p>
Experience and expertise in specific functional areas	Social development, strategic management, legal and regulatory matters, public policy advocacy, institutional leadership, corporate governance, and social sector administration.
Qualification	<ul style="list-style-type: none"> • Bachelor's degree in Science (Dairy Husbandry) from B.N. Chakrabarty University, Kurukshetra, a Bachelor of Laws from Gujarat University. • Postgraduate degree in Management from the Indian Institute of Management, Ahmedabad. • Doctor of Philosophy (Commerce) from Gujarat University
Disclosure of Relationships between Directors inter-se	Mr. Bhushan Punani is not related to any Director/KMP of the Company.
Names of other listed entities in which the person also holds the directorship	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Names of other listed entities in which the person also holds Membership/ Chairmanship of Committees of other Boards	Nil
Shareholding in the Company as on the date of this report (including shareholding as a beneficial owner)	Nil
Terms and Conditions of appointment or re-appointment	He is re-appointed as Independent Director for a second term of five years effective from January 10, 2027
Details of remuneration last drawn in 2025-26	The total amount paid as sitting fee during 2025-26 is ₹ 1.2 lakhs

Annexure C (Contd.)

Details of remuneration sought to be paid	He will be eligible for payment of sitting fees as payable to other Non-Executive and Independent Directors of the Company as per the Nomination Remuneration Evaluation Policy of the Company.
Number of Meetings of the Board attended during the 2025-26	4 Board meetings were held during 2025-26 and he had attended all the meetings.
Skills and Capabilities required for the role and the manner in which he meets such requirements	As mentioned in the statement annexed to the Notice – Item No. 8



Annexure D

Name of Director	Mr. Kunal Shah
DIN	02087152
Nationality	India
Date of Birth	January 29, 1978
Age	48 Years
Date of first appointment on Board	January 10, 2022
Brief Resume	<p>He is a professional with broad experience in general management and corporate affairs. He has been associated with AIA Engineering Limited since December 2002 and currently serves as Executive Director – Corporate Affairs. He is also the founding trustee of The Lightship Initiative and has established his own consulting firm, Theoden Ventures LLP. He is also the co-founder of Aurus.</p> <p>He holds a Bachelor's degree in Chemical Engineering from Nirma Institute of Technology, Gujarat, and a Master of Science degree in Information Systems from Stevens Institute of Technology, USA.</p>
Experience and expertise in specific functional areas	Corporate affairs, strategic management, business administration, entrepreneurship, corporate governance, information systems, education sector initiatives, and general management.
Qualification	<ul style="list-style-type: none"> • Bachelor's degree in Chemical Engineering from Nirma Institute of Technology, Gujarat • Master of Science degree in Information Systems from Stevens Institute of Technology, USA.
Disclosure of Relationships between Directors inter-se	Mr. Kunal Shah is not related to any Director/KMP of the Company.
Names of other listed entities in which the person also holds the directorship	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Names of other listed entities in which the person also holds Membership/ Chairmanship of Committees of other Boards	Nil
Shareholding in the Company as on the date of this report (including shareholding as a beneficial owner)	Nil
Terms and Conditions of appointment or re-appointment	He is re-appointed as Independent Director for a second term of five years effective from January 10, 2027
Details of remuneration last drawn in 2025-26	The total amount paid as sitting fee during 2025-26 is ₹ 1.2 lakhs
Details of remuneration sought to be paid	He will be eligible for payment of sitting fees as payable to other Non-Executive and Independent Directors of the Company as per the Nomination Remuneration Evaluation Policy of the Company.
Number of Meetings of the Board attended during the 2025-26	4 Board meetings were held during 2025-26 and he had attended all the meetings.
Skills and Capabilities required for the role and the manner in which he meets such requirements	As mentioned in the statement annexed to the Notice – Item No. 9

Annexure E

Name of Director	Mr. Ramakrishnan Kasinathan
DIN	09461806
Nationality	India
Date of Birth	September 9, 1967
Age	58 Years
Date of first appointment on Board	January 10, 2022
Brief Resume	He is a seasoned leader with extensive global experience across diverse industrial sectors. He has held leadership roles across reputed organizations including Best & Crompton, ACT India, Johnson & Johnson Limited, SKF India Limited, Hindustan Zinc Limited, and Nexdigm Private Limited. As part of global management teams, he has led large-scale operations and currently operates as a freelance management consultant specializing in strategy, supply chain, and sourcing, with a focus on operational excellence and digital transformation.
Experience and expertise in specific functional areas	Strategy, supply chain management, sourcing, operational excellence, digital transformation, business administration, corporate management, and management of large-scale operations in multinational environments.
Qualification	<ul style="list-style-type: none"> • Bachelor's degree in Civil Engineering from the University of Madras • MBA from Anna University • Master's in Management from the Asian Institute of Management, Philippines • Diploma in Basic Finance from ICFAI.
Disclosure of Relationships between Directors inter-se	Mr. Ramakrishnan Kasinathan is not related to any Director/KMP of the Company.
Names of other listed entities in which the person also holds the directorship	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Names of other listed entities in which the person also holds Membership/ Chairmanship of Committees of other Boards	Nil
Shareholding in the Company as on the date of this report (including shareholding as a beneficial owner)	500 Shares
Terms and Conditions of appointment or re-appointment	He is re-appointed as Independent Director for a second term of five years effective from January 10, 2027
Details of remuneration last drawn in 2025-26	The total amount paid as sitting fee during 2025-26 is ₹ 1.2 lakhs
Details of remuneration sought to be paid	He will be eligible for payment of sitting fees as payable to other Non-Executive and Independent Directors of the Company as per the Nomination Remuneration Evaluation Policy of the Company.
Number of Meetings of the Board attended during the 2025-26	4 Board meetings were held during 2025-26 and he had attended all the meetings.
Skills and Capabilities required for the role and the manner in which he meets such requirements	As mentioned in the statement annexed to the Notice – Item No. 10

May 7, 2026

Registered Office:

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CIN: L29307GJ2010PLC063233

By Order of Board of the Directors

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

