



NOTICE

Notice is hereby given that the **Thirteenth (13th)** Annual General Meeting ("AGM") of Shareholders of HARSHA ENGINEERS INTERNATIONAL LIMITED (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited) will be held on Thursday, September 28, 2023 at 11 A.M. (IST) through Video Conferencing /Other Audio Visual Means ("VC/OAVM"), to transact the following businesses.

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, 2023 together with the reports of Board of Directors and Auditors thereon; and
 - b. Audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2023 together with the report of Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2023.
3. To appoint a director in place of Ms. Hetal Ukani (DIN:01990172), who retired by rotation, being eligible for re-appointment and offers herself for the same.
4. 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.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and 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., Cost Accountants (FRN:000025), 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 March 31, 2024 amounting to Rs. 210,000/- p.a. (Rupees Two Lakh Ten Thousand Only) plus current applicable tax, if any and out of pocket expenses at actual, be and is hereby ratified and confirmed."

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

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

May 25, 2023

Registered Office:

NH – 8A, Sarkhej-Bavla Highway, Changodar,
Ahmedabad-382213, Gujarat, India.
Tel. 91-2717-618200, Fax. 91-2717-618259
Email: sec@harshaengineers.com
Website: www.harshaengineers.com
CIN: U29307GJ2010PLC063233

By Order of Board of Directors

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



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NOTES:

1. A statement pursuant to the provisions of Section 102(1) of the Act relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars and Listing Regulations, 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 MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Details of Directors retiring by rotation / seeking appointment / re-appointment at this AGM are provided in the "Annexure" to the Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Institutional / Corporate Members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution authorising their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote E-voting to the Company's Registrar & Transfer Agent ("RTA"), Link Intime India Private Limited at the email address : rnt.helpdesk@linkintime.co.in.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday,

September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) for the purpose of dividend and Annual General Meeting for the year 2022-23.

9. Members may note that the Board, at its meeting held on May 25, 2023, has recommended a final dividend of Re 1 per share. The record date for the purpose of final dividend for the year 2022-23 is September 21, 2023. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after October 4, 2023, 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 transmission and transposition requests lodged with the Company, as on the close of business hours of September 21, 2023.

In respect of Ordinary Shares held in electronic form:

To all beneficial owners of the shares, as of end of day September 21, 2023., as per details furnished by the Depositories for this purpose.

The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft to such Members.

10. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders 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/Registrars and Transfer Agents ("RTA") by sending documents through the-mail on or before please mention date (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 www.harshaengineers.com and also refer to the e-mail being sent to members in this regard.
11. 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



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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.

12. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report for the year 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <https://www.harshaengineers.com>, 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 Company's Registrar and Transfer Agent (agency for providing the E-Voting facility), Link Intime India Private Limited i.e. www.linkintime.co.in
13. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
For shares held in electronic form : to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Link Intime India Private Limited to provide better service to the Members. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com>
For shares held in physical form : please provide necessary details like 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
14. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) for the purpose of AGM.
15. Members seeking any information with regard to accounts are requested to write to the Company atleast 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 shareholders holding shares in the physical form. The shareholders who are desirous

of availing this facility, may kindly write to Company's R&T Agent 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 the 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. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to sec@harshaengineers.com
 18. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) 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 1,000 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 25, 2023 has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system 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 the Circulars issued by the Ministry of Corporate Affairs on December 28, 2022, 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 Link Intime India Private



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Limited (Link Intime), as the Authorised E-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by Link Intime.

- 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. September 21, 2023, 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. September 21, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or voting on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Monday, September 25, 2023 at 9:00 a.m. and will end on Wednesday, September 27, 2023 at 5:00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. September 21, 2023 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 Link Intime 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. September 21, 2023.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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



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www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. 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 the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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.
 3. If the user is not registered for Easi/Easiest, the 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.
 4. Alternatively, the user can directly access the 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, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

- **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

1. Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one



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numeral, at least one alphabet and at least one capital letter).

- Click "confirm" (Your password is now generated).
- 3. Click on 'Login' under 'SHARE HOLDER' tab.
- 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutiniser to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel : 022-4918 6000

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User



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ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

21. The Process and manner for attending the AGM through VC/OAVM through INSTAMEET is as under:-

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".
 - Select the "**Company**" and "**Event Date**" and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the

sequence number provided to you, if applicable.

- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the sec@harshaengineers.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the Scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.



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4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

1. Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or

LAN connection to mitigate any kind of aforesaid glitches.

2. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: Tel: 022-49186175.

22. Other Notes

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

The results declared along with the Scrutinizer Report shall be placed on the Company's website <https://www.harshaengineers.com> and on the website of Link Intime i.e. www.linkintime.co.in within the time stipulated under the applicable laws. The Company shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

Contact Details:

Company	Mr. Kiran Mohanty
	Company Secretary and Chief Compliance Officer
	E-mail : sec@harshaengineers.com
Registrar and Transfer Agent and e-Voting Agency	M/s. Link Intime India Private Limited
	C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400083.
	Email: enotices@linkintime.co.in
Scrutinizer	M/s Chirag Shah & Associates,
	Practicing Company Secretary
	E-mail: chi118_min@yahoo.com



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ANNEXURE TO THE NOTICE

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

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

Item No.5

The Board of Directors, at its meeting held on May 25, 2023 and upon the recommendation of Audit Committee, 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, 2024 at a remuneration of ₹ 210,000/- (Rupees Two Lakh Ten Thousand Only) plus current applicable tax, if any and out of pocket expenses at actual.

Pursuant to Section 148 of the Companies Act, 2013 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. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

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

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

May 25, 2023

Registered Office:

NH – 8A, Sarkhej-Bavla Highway, Changodar,
Ahmedabad-382213, Gujarat, India.

Tel. 91-2717-618200, Fax. 91-2717-618259

Email: sec@harshaengineers.com

Website: www.harshaengineers.com

CIN: U29307GJ2010PLC063233

By Order of Board of Directors

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



Notice (Contd.)

ANNEXURE TO THE NOTICE

Details of Directors Retiring by Rotation

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings)

1. Ms. Hetal Ukani

Sr. No.	Particulars	Details
1	Father Name	Mr. Rajendra Shah
2	Date of Birth	July 11, 1975
3	Director Identification Number	01990172
4	Qualification	<ul style="list-style-type: none"> Bachelor's degree in Mechanical Engineering Master of Technology in Design
5	Occupation	Business
6	Association	Appointed as director in the Company w.e.f. August 12, 2021
7	Designation	Whole-time Director
8	Directorship held in other Listed Entities	Nil
9	Nature of expertise in specific functional areas	She has extensive knowledge and technical skills in Designing Software's, Design Failure Mode and Effect Analysis (DFMEA), Automotive Engineering, Lean Manufacturing, Geometric Dimensioning and Tolerancing (GD&T), Sheet Metal, Total Productive Maintenance (TPM) etc. She is responsible for Health and Safety of all employees and others who may be affected by our Company's operations. She also plays a vital role in managing TPM function of our Company.
10	Disclosure of relationships between directors and KMP inter-se	Mr. Rajendra Shah, Chairman & Whole-time Director - Father Mr. Pilak Shah, COO & Whole-time Director - Brother
11	Listed Entities (Other than the Company) from which she has resigned as Director in past 3 years	Nil
12	Memberships/Chairmanships of committees of other Listed Entities	Nil
13	Number of Equity Shares held in the Company	1,924,571

2. Mr. Rajendra Shah

Sr. No.	Particulars	Details
1	Father Name	Late Mr. Shantilal Shah
2	Date of Birth	February 1, 1948
3	Director Identification Number	00061922
4	Qualification	B.E.(Mech. Eng), Gujarat University
5	Occupation	Business
6	Association	Appointed as director in the Company w.e.f. May 6, 2011
7	Designation	Chairman and Whole-time Director
8	Directorship held in other Listed Entities	AIA Engineering Limited Dishman Carbogen Amics Limited Transformers and Rectifiers (India) Limited



Notice (Contd.)

Sr. No.	Particulars	Details
9	Nature of expertise in specific functional areas	He is looking after overall management of our Company, particularly all financial matters. He has over 37 years of experience in the precision engineering business for bearing cages and stamped components.
10	Disclosure of relationships between directors inter-se	Mr. Pilak Shah, COO & Whole-time Director - Son Ms. Hetal Ukani, Whole-time Director - Daughter
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	AIA Engineering Limited 1. Stakeholder Relationship Committee : Chairman 2. Audit Committee : Member 3. Nomination & Remuneration Committee : Member 4. Corporate Social Responsibility Committee : Member Transformers And Rectifiers (India) Limited 1. Audit Committee : Member 2. Nomination & Remuneration Committee : Member
13	Number of Equity Shares held in the Company	1,33,90,825

For other details such as number of meetings of the board 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 report.

May 25, 2023

Registered Office:

NH – 8A, Sarkhej-Bavla Highway, Changodar,
Ahmedabad-382213, Gujarat, India.

Tel. 91-2717-618200, Fax. 91-2717-618259

Email: sec@harshaengineers.com

Website: www.harshaengineers.com

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