

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U29307GJ2010PLC063233

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCH5549Q

(ii) (a) Name of the company

HARSHA ENGINEERS INTERNA

(b) Registered office address

NH - 8A,SARKHEJ-BAVLA HIGHWAY  
CHANGODAR  
AHMEDABAD  
Ahmedabad  
Gujarat  
382212

(c) \*e-mail ID of the company

sec@harshaengineers.com

(d) \*Telephone number with STD code

02717618200

(e) Website

www.harshaengineers.com

(iii) Date of Incorporation

11/12/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	8.67
2	C	Manufacturing	C7	Metal and metal products	91.33

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Harsha Precision Bearing Com		Subsidiary	100
2	Harsha Engineers B.V.		Subsidiary	100
3	Harsha Engineers Europe SRL		Subsidiary	99.99
4	HASPL Americas Corporation		Subsidiary	100
5	Sunstream Green Energy One	U74900MH2016PTC271603	Associate	26
6	Cleanmax Harsha Solar LLP		Joint Venture	50

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	77,248,410	77,248,410	77,248,410
Total amount of equity shares (in Rupees)	1,000,000,000	772,484,100	772,484,100	772,484,100

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000,000	77,248,410	77,248,410	77,248,410
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	772,484,100	772,484,100	772,484,100

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						

<b>At the beginning of the year</b>	0	50,000,000	50000000	500,000,000	500,000,000	
<b>Increase during the year</b>	0	72,248,410	72248410	722,484,100	722,484,100	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	72,248,410	72248410	722,484,100	722,484,100	
Allotment on account of Merger and Amalgamation						
<b>Decrease during the year</b>	0	45,000,000	45000000	450,000,000	450,000,000	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	0	45,000,000	45000000	450,000,000	450,000,000	
Reduction and Consolidation of Paid up						
<b>At the end of the year</b>	0	77,248,410	77248410	772,484,100	772,484,100	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	
0						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	
<input type="text" value="0"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	50,000,000		
	Face value per share	1		
After split / Consolidation	Number of shares	5,000,010		
	Face value per share	10		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="27/12/2021"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text" value="1"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width:95%;" type="text"/>			
Type of transfer	<input style="width:95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

9,564,576,156

**(ii) Net worth of the Company**

5,740,877,061

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	44,360,749	57.43	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	44,360,749	57.43	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	30,961,806	40.08	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	



6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others            FAMILY TRUST	1,925,855	2.49	0	
	<b>Total</b>	32,887,661	42.57	0	0

**Total number of shareholders (other than promoters)**

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	4
Members (other than promoters)	16	16
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	3	4	0	57.43	0
<b>B. Non-Promoter</b>	0	1	1	5	2.49	0
(i) Non-Independent	0	0	1	0	2.49	0
(ii) Independent	0	1	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	4	5	5	59.92	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJENDRA SHANTILA	00061922	Whole-time director	15,413,550	
HARISH RANJIT RANG	00278062	Managing Director	13,479,089	
VISHAL HARISH RANG	02452416	Whole-time director	7,769,829	
PILAK RAJENDRA SHA	00407960	Whole-time director	7,698,281	
HETAL BRIJESH UKAM	01990172	Whole-time director	1,924,571	
AMBAR JAYANTILAL P	00050042	Director	0	
KUNAL DILIPBHAI SHA	02087152	Director	0	
NEHARIKA VOHRA	06808439	Director	0	
BHUSHAN CHELARAM	00119874	Director	0	
RAMAKRISHNAN KASI	09461806	Director	0	
KIRAN KUMAR MOHAN	APIPM3591F	Company Secretary	0	
MAULIK SURESHKUM	AIFPJ1500M	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

17

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DILIPKUMAR JAYANTI	00748711	Director	25/12/2021	Resigned as Independent Director
RAJENDRA SHANTILA	00061922	Whole-time director	25/12/2021	Appointment as Chairman and Whole
HARISH RANJIT RANG	00278062	Managing Director	25/12/2021	Appointment as Managing Director
VISHAL HARISH RANG	02452416	Additional director	12/08/2021	Appointment as Additional Director
VISHAL HARISH RANG	02452416	CEO	25/12/2021	Appointment as Chief Executive Offic
VISHAL HARISH RANG	02452416	Whole-time director	25/12/2021	Appointment as Whole-time director
HETAL BRIJESH UKAN	01990172	Additional director	12/08/2021	Appointment as Additional Director
HETAL BRIJESH UKAN	01990172	Whole-time director	25/12/2021	Appointment as Whole-time Director
PILAK RAJENDRA SHA	00407960	Whole-time director	25/12/2021	Appointment as Chief Operating Offic
AMBAR JAYANTILAL P	00050042	Director	10/01/2022	Appointment as Independent Director
BHUSHAN CHELARAM	00119874	Director	10/01/2022	Appointment as Independent Director
KUNAL DILIPBHAI SHA	02087152	Director	10/01/2022	Appointment as Independent Director
NEHARIKA VOHRA	06808439	Director	10/01/2022	Appointment as Independent Director
RAMAKRISHNAN KASI	09461806	Director	10/01/2022	Appointment as Independent Director
KIRAN KUMAR MOHAN	APIPM3591F	Company Secretar	12/08/2021	Appointment as Company Secretary
FALGUN KALPESHBH/	BFIPS8839H	CFO	25/12/2021	Ceased to be Chief Financial Officer
MAULIK SURESHKUM,	AIFPJ1500M	CFO	25/12/2021	Appointment as Vice President - Fine

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

9

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Equity Shareholders-NCLT	17/05/2021	21	18	96.71
Secured Creditors-NCLT	17/05/2021	7	5	99.13
Unsecured Creditors-NCLT	18/05/2021	195	79	92.37
Extra Ordinary General Meeting	14/08/2021	21	7	92.22
Equity Shareholders-NCLT	21/12/2021	21	18	96.71
Secured Creditors-NCLT	21/12/2021	7	6	99.78
Unsecured Creditors-NCLT	21/12/2021	195	79	93.87
Annual General Meeting	27/12/2021	21	10	96.71
Extra Ordinary General Meeting	11/01/2022	20	10	99.7

## B. BOARD MEETINGS

\*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2021	4	4	100
2	07/06/2021	4	4	100
3	12/08/2021	4	4	100
4	10/09/2021	6	6	100
5	02/11/2021	6	6	100
6	24/12/2021	6	6	100
7	25/12/2021	6	6	100
8	29/12/2021	5	5	100
9	01/01/2022	5	5	100
10	06/01/2022	5	5	100
11	10/01/2022	10	10	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
12	29/01/2022	10	10	100

### C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Soc	07/05/2021	2	2	100
2	IPO Committe	28/01/2022	4	4	100
3	IPO Committe	03/02/2022	4	4	100
4	Management C	03/02/2022	5	5	100
5	Management C	16/03/2022	5	5	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	18/07/2022
								(Y/N/NA)
1	RAJENDRA S	12	12	100	4	4	100	Yes
2	HARISH RAN	12	12	100	3	3	100	Yes
3	VISHAL HARI	9	9	100	4	4	100	Yes
4	PILAK RAJEN	12	12	100	4	4	100	Yes
5	HETAL BRIJE	9	9	100	2	2	100	Yes
6	AMBAR JAYA	2	2	100	0	0	0	Yes
7	KUNAL DILIP	2	2	100	2	2	100	Yes
8	NEHARIKA V	2	2	100	0	0	0	No
9	BHUSHAN CH	2	2	100	0	0	0	Yes
10	RAMAKRISHN	2	2	100	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJENDRA SHANT	Chairman & Wh	3,850,008	3,000,000	0	0	6,850,008
2	HARISH RANJIT R	Managing Direct	3,850,008	3,000,000	0	0	6,850,008
3	PILAK RAJENDRA	Chief Operating	5,950,526	9,000,000	0	0	14,950,526
4	VISHAL HARISH R.	Chief Executive	5,950,526	12,000,000	0	0	17,950,526
5	HETAL BRIJESH U	Wholetime Direc	3,237,513	3,000,000	0	0	6,237,513
	Total		22,838,581	30,000,000	0	0	52,838,581

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	FALGUN KALPESH	Chief Financial C	3,692,684	0	0	0	3,692,684
2	MAULIK SURESHK	Vice President -	5,480,122	0	0	0	5,480,122
3	KIRAN MOHANTY	Company Secre	1,648,165	0	0	0	1,648,165
	Total		10,820,971	0	0	0	10,820,971

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AMBAR JAYANTIL	Independent Dir	0	0	0	100,000	100,000
2	KUNAL DILIPBHAI	Independent Dir	0	0	0	100,000	100,000
3	NEHARIKA VOHRA	Independent Dir	0	0	0	100,000	100,000
4	BHUSHAN CHELAI	Independent Dir	0	0	0	40,000	40,000
5	RAMAKRISHNAN K	Independent Dir	0	0	0	40,000	40,000
	Total		0	0	0	380,000	380,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Chirag Shah

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3498

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director



DIN of the director

#### To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

List of Shareholders as on 31 03 2022.pdf  
MGT 8\_HEIL\_21-22.pdf  
Explanation Letter.pdf  
List of Transfer and Transmission.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





**List of Shareholders of as on March 31, 2022**

Sr. No.	Name of Shareholders	No. of Shares	Face Value	Share Capital
1	Harish Rangwala	13,479,089	10	134,790,890
2	Charusheela Harish Rangwala	12,719,487	10	127,194,870
3	Vishal Harish Rangwala	7,769,829	10	77,698,290
4	Tanvi Vishal Rangwala	4,539,663	10	45,396,630
5	Rajendra Shantilal Shah	15,413,550	10	154,135,500
6	Nirmala Rajendra Shah	9,622,530	10	96,225,300
7	Pilak Rajendra Shah	7,698,281	10	76,982,810
8	Hetal Brijesh Ukani with Nirmala Rajendra Shah	1,924,571	10	19,245,710
9	Vaishali Pilak Shah	1,924,571	10	19,245,710
10	Pilak Shah Family Trust	321	10	3,210
11	Munjal Rangwala Family Trust	321	10	3,210
12	Mili Mehta Family Trust	1,924,571	10	19,245,710
13	Hetal Ukani Family Trust	321	10	3,210
14	Vishal Rangwala Family Trust	321	10	3,210
15	Dilipbhai Jayantilal Sanghvi with Dinaben Dilipbhai Sanghvi	7	10	70
16	Dinaben Dilipbhai Sanghvi with Dilipbhai Jayantilal Sanghvi	7	10	70
17	Lataben Kiritbhai Sanghvi with Dilip Jayantilal Sanghvi	7	10	70
18	Dhirajlal Chunilal Bhatt with Harihar Dhirajlal Bhatt and Nayana H Bhatt	230,949	10	2,309,490
19	Bhanumati R Shah Jointly with Raman Shah	7	10	70
20	Jyotsnaben Harshadbhai Shah	7	10	70
	<b>TOTAL</b>	<b>77,248,410</b>		<b>772,484,100</b>

FOR AND ON BEHALF OF

HARSHA ENGINEERS INTERNATIONAL LIMITED (Formerly Known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)

*Kiran Mohanty*

KIRAN MOHANTY

CHIEF COMPLIANCE OFFICER & COMPANY SECRETARY

MEM NO.: F9907

SARKHEJ-BAVLA ROAD, PO CHANGODAR

AHMEDABAD-382213, GUJARAT.



**Harsha Engineers International Limited**

(formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)

CIN : U29307GJ2010PLC063233

Corporate & Registered Office: NH-8A, Sarkhej - Bavla Highway, Changodar, Ahmedabad - 382213, Gujarat (INDIA)  
Tel.: +91-2717-618200 Fax: +91-2717-618259 E-mail: harsha@harshaengineers.com URL: www.harshaengineers.com



## CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,  
Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118\_min@yahoo.com

### Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **HARSHA ENGINEERS INTERNATIONAL LIMITED** (Formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited), **CIN: U29307GJ2010PLC063233** ("the Company") having its Registered Office at **NH – 8A, Sarkhej-Bavla Highway, Changodar, Ahmedabad - 382213** as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **March 31, 2022**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
3. Filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time, as applicable;
4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members / Security holders;



6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. As per the information & explanation provided to us, all related party transactions entered into during the financial year were on arm's length basis and were in the ordinary course of business and thus they are in compliance with the provisions of Section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances, as applicable;-

During the Audit Period the Paid-up Share Capital of the Company has been reduced from Rs.50,00,00,000/- (Rupees fifty crores only) divided into 5,00,00,000 (Five crores) equity shares of Rs.10/- (Rupees Ten only) each fully paid up to Rs.5,00,00,000/- (Rupees five crores only) divided into 5,00,00,000 (Five crores) equity shares of Re.1/- (Rupee one only) each fully paid up. Simultaneously, pursuant to reduction as mentioned above, every 10 (Ten) such equity shares of the reduced face value of Re.1/- (Rupee one only) each of the Company has been consolidated into 1 (One) Equity Share of the face value of Rs.10/- (Rupees ten only) each fully paid and the fractions has been rounded up to the nearest whole number by issuing additional 10 Equity Shares of Rs.10/- each at par.

Pursuant to Composite Scheme of Amalgamation and Arrangement, the Company has issued 7,22,48,400 (Seven Crores Twenty Two Lakhs Forty-Eight Thousand Four Hundred) Equity Shares of Rs.10/- (Rupees ten only) to the shareholders of Harsha Engineers Limited (Transferor Company 3) on December 25, 2021.

During the year under review, transfer and transmission of the shares of the Company has also taken place.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; – Not Applicable during the year under review.
10. Declaration/ payment of dividend; transfer of unpaid or unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; - Not Applicable.
11. Signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;



13. Appointment/ Re-appointment of auditors as per the provisions of section 139 of the Act;

14. Approvals required to be taken/taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; -

a. Pursuant to the provisions of Sections 230 to 232 read with Section 61 and 66 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 the Composite Scheme of Amalgamation and Arrangement between Aastha Tools Private Limited (Transferor Company 1), Harsha Engineers (India) Private Limited (Transferor Company 2), Harsha Engineers Limited (Transferor Company 3/Transferee Company 1), Helianthus Solar Power Private Limited (Transferor Company 4) and Harsha Abakus Solar Private Limited (Transferee Company 2) and their respective shareholders and creditors as placed before the Hon'ble National Company Law Tribunal ('NCLT') has been approved by NCLT in vide their order dated 23rd of December, 2021. The Scheme was effective as under:

- i. Amalgamation of Aastha Tools Private Limited ('ATPL' or 'Transferor Company 1') and Harsha Engineers (India) Private Limited ('HEIPL' or 'Transferor Company 2') into the Harsha Engineers Limited ('HEL' or 'Transferee Company 1' or 'Transferor Company 3') in the manner as set out in this Scheme, upon this Scheme becoming effective and with effect from the Appointed Date.
- ii. Amalgamation of Harsha Engineers Limited ('HEL' or 'Transferor Company 3') and Helianthus Solar Power Private Limited ('HSPPL' or 'Transferor Company 4') into Harsha Abakus Solar Private Limited ('HASPL' or 'Transferee Company 2') in the manner as set out in this Scheme, upon this Scheme becoming effective and with effect from the Appointed Date.
- iii. Reduction in face value of the existing equity shares of Transferee Company 2 followed by consolidation of such equity shares in the manner as set out in this Scheme, upon this Scheme becoming effective.

b. The Company has filed a petition the scheme of amalgamation ("Scheme of Amalgamation-2") of Harsha Engineers BV(HEBV) with the Company and their respective shareholders and creditors in accordance with the provisions of Section 234 read with Sections 230 to 232 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules and regulations made thereunder with The Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT").

The HEBV is the wholly owned subsidiary of the Company. Accordingly, pursuant to amalgamation of HEBV with the Company on the appointed date as per Scheme of Amalgamation-2, equity shares held by the Company in HEBV shall be cancelled and extinguished and hence, no shares of the Company shall be issued



and allotted. As of now the Scheme of Amalgamation-2 is under process at NCLT for their approval.

15. Acceptance/ renewal/ repayment of deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; -
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;- Pursuant to Composite Scheme of Amalgamation and Arrangement, the Company has changed-
  - a. Its name from Harsha Abakus Solar Private Limited to Harsha Engineers International Private Limited.
  - b. The additional clauses added to the Clause III(A) of MOA.
  - c. Harsha Engineers International Private Limited converted into a public company i.e Harsha Engineers International Limited.

During the year under review Company has made following alterations by passing special resolutions in Extra-ordinary general Meeting held on 11<sup>th</sup> day of January, 2022;-

- a. Increase of Authorised Capital to Rs.100 Crores.
- b. Adoption of New set of Articles of Association.

Date: 28/07/2022  
Place: Ahmedabad

For, Chirag Shah & Associates



CS Chirag Shah  
Partner

FCS No.: 5545

C. P No.:3498

UDIN: F005545D000703209

Peer Review Cer. No.: 704/2020



## Explanation Letter

To,  
The Registrar of Companies,  
Ahmedabad.

Dear Sir,

**Subject : Error while filling Form MGT - 7 [Annual Return (other than OPCs and Small Companies)] for period ending March 31, 2022**

**Ref : CIN - U29307GJ2010PLC063233**

With reference to the captioned subject, kindly take note of the following event which has been taken place during the period:

- The Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), vide its order dated December 23, 2021 approved the Composite Scheme of Amalgamation and Arrangement ("the Scheme") and the Scheme is operative from the Appointed Date i.e. April 1, 2020 and effective from December 24, 2021, the date of filling of Copy of order with the office of the Registrar of Companies.
- On account of merger, the share capital of the Company has been reduced from Rs. 50,00,00,000/- (Rupees fifty crores only) divided into 5,00,00,000 (Five crores) equity shares of Rs. 10/- (Rupees Ten only) each fully paid up to Rs. 5,00,00,000/- (Rupees five crores only) divided into 5,00,00,000 (Five crores) equity shares of Re. 1/- (Rupee one only) each fully paid up.
- Subsequently every 10 (Ten) such equity shares of the reduced face value of Re. 1/- (Rupee one only) each of the Company has been consolidated into 1 (One) Equity Share of the face value of Rs. 10/- (Rupees ten only) each fully paid and the fractions has been rounded up to the nearest whole number by issuing additional 10 Equity Shares of Rs. 10/- each at par.
- Thereafter the Company had issued 7,22,48,400 (Seven Crores Twenty Two Lakhs Forty-Eight Thousand Four Hundred) Equity Shares of Rs. 10/- (Rupees ten only) to the shareholders of Harsha Engineers Limited (Transferor Company 3) on December 25, 2021.

We wish to inform you that the equity shares of the Company were in physical mode when aforesaid transactions had been taken place. Subsequently equity shares of the Company were dematerlised before January 31, 2022.

Considering the aforesaid event, we bring to your attention that the following technical error occurs while filling up the form MGT-7:

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1. Point No. IV (i) (d) - Break-up of paid-up share capital - We are not allowed to enter physical and dematerlised shares at the same time.

Due to this technical error we are mentioning the details of shares under column "DEMAT", even though shares were issued on account of merger, reduction and consolidation in physical mode.

Kindly also be noted that the remuneration details disclosed under Point no X i.e Number of other directors whose remuneration details to be entered included remuneration paid by erstwhile Harsha Engineers Limited, Transferor Company.

Kindly take the above submission on record.

Thanking you,

Yours faithfully,

**FOR AND ON BEHALF OF**  
**HARSHA ENGINEERS INTERNATIONAL LIMITED** (Formerly Known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)

*K. Mohanty*

**KIRAN MOHANTY**  
**CHIEF COMPLIANCE OFFICER & COMPANY SECRETARY**  
MEM NO.: F9907  
SARKHEJ-BAVLA ROAD, PO CHANGODAR  
AHMEDABAD-382213, GUJARAT.



**Details of Transfers & Transmission of Shares during Financial Year 2021-22**

1. List of Transfer of Shares before Dematerialization of Shares : NIL

2. List of Transfer of Shares After Dematerialization of Shares

Sr. No.	Date of Registration of Transfer	Type of transfer	Number of Shares Transferred	Face Value per Equity Share	Transfer Price (in Rs.)	Transferor's Name	DP ID & Client ID	Transferee's Name	DP ID & Client ID
1	25/01/2022	Equity Share	1,924,250	10	N.A. (by way of Gift)	Nirmala Rajendra Shah	16014301 05145121	Mili Mehta Family Trust	IN300214 24624846
2	25/01/2022	Equity Share	3,000,000	10	N.A. (by way of Gift)	Charusheela Harish Rangwala	IN303028 70655241	Tanvi Vishal Rangwala	IN303028 70724290
3	25/01/2022	Equity Share	7,000,000	10	N.A. (by way of Gift)	Harish Rangwala	IN303028 70803906	Vishal Harish Rangwala	IN303028 70825069

3. List of Transmission of Shares Before Dematerialization of Shares

Sr. No.	Date of Registration of Transfer	Type of transfer	Number of Shares Transferred	Face Value per Equity Share	Transfer Price (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	29/12/2021	Equity Share	2,309,485	10	N.A. (by way of Transmission)	10	Munjal Harish Rangwala	9	Charusheela Harish Rangwala

FOR AND ON BEHALF OF

HARSHA ENGINEERS INTERNATIONAL LIMITED (Formerly Known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)



KIRAN MOHANTY

CHIEF COMPLIANCE OFFICER & COMPANY SECRETARY

MEM NO.: F9907

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