

# 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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- NH - 8A,SARKHEJ-BAVLA HIGHWAY  
CHANGODAR  
AHMEDABAD  
Ahmedabad  
Gujarat  
382212
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 28/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	93.62
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	6.38

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

\*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Cleanmax Harsha Solar LLP		Joint Venture	50

2	HASPL Americas Corporation		Subsidiary	100
3	Harsha Precision Bearing Com		Subsidiary	100
4	Harsha Engineers Europe SRL		Subsidiary	100
5	Sunstream Green Energy One	U74900MH2016PTC271603	Associate	26
6	Harsha Engineers Advantek Lir	U28140GJ2023PLC139182	Subsidiary	100

#### 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	91,044,105	91,044,105	91,044,105
Total amount of equity shares (in Rupees)	1,000,000,000	910,441,050	910,441,050	910,441,050

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000,000	91,044,105	91,044,105	91,044,105
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	910,441,050	910,441,050	910,441,050

###### (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	77,248,410	77248410	772,484,100	772,484,100	
<b>Increase during the year</b>	0	13,795,695	13795695	137,956,950	137,956,950	4,204,605,300
i. Public Issues	0	13,795,695	13795695	137,956,950	137,956,950	4,204,605,300
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	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	0	
NA						
<b>Decrease during the year</b>	0	0	0	0	0	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	0
iv. Others, specify				0	0	
NA						
<b>At the end of the year</b>	0	91,044,105	91044105	910,441,050	910,441,050	
<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	
<input type="text" value="NA"/>						
<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	
<input type="text" value="NA"/>						
<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			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

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

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input 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
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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

**(i) Turnover**

10,247,241,129

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

11,248,343,635

**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	66,000,778	72.49	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	2.12	0	
	<b>Total</b>	67,926,633	74.61	0	0

**Total number of shareholders (promoters)**

16

**(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	8,090,420	8.89	0	
	(ii) Non-resident Indian (NRI)	365,680	0.4	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	424,034	0.47	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	3,410,885	3.75	0	
7.	Mutual funds	9,354,077	10.27	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	846,356	0.93	0	
10.	Others Clearing Member, Ltd Liabil	626,020	0.69	0	
	<b>Total</b>	23,117,472	25.4	0	0

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

122,827

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

122,843

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS ARBITRA	BNP PARIBAS HOUSE 1 NORTH AV			5,820	0.01
ASHOKA INDIA EQUIT	KOTAK MAHINDRA BANK LIMITED			213,516	0.23
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIMI			6,033	0.01
NOMURA SINGAPORE	HSBC SECURITIES SERVICES 11TH F			12,056	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AL MEHWAR COMMEF	HSBC SECURITIES SERVICES 11TH F			425,016	0.47
MIDVALE CAPITAL MA	REAR NO. 2, SPM HOUSE GLENTHC			172	0
ABU DHABI INVESTME	JPMORGAN CHASE BANK N.A. IND			1,775,985	1.95
AMERICAN FUNDS INS	DEUTSCHE BANK AG DB HOUSE, H			970,777	1.07
MAVEN INDIA FUND	C/O TRI-PRO ADMINISTRATORS LT			1,510	0

**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	4	16
Members (other than promoters)	16	122,827
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>	4	0	4	0	43.46	0
<b>B. Non-Promoter</b>	1	5	1	5	2.11	0
(i) Non-Independent	1	0	1	0	2.11	0
(ii) Independent	0	5	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	5	5	5	5	45.57	0
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

**(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	13,390,825	
HARISH RANJIT RANG	00278062	Managing Director	11,206,364	
VISHAL HARISH RANG	02452416	Whole-time director	7,769,829	
PILAK RAJENDRA SHA	00407960	Whole-time director	7,198,281	
HETAL MANISH NAIK	01990172	Whole-time director	1,924,571	
AMBAR JAYANTILAL P	00050042	Director	0	
BHUSHAN CHELARAM	00119874	Director	0	
KUNAL DILIPBHAI SHA	02087152	Director	0	
NEHARIKA VOHRA	06808439	Director	0	
RAMAKRISHNAN KASI	09461806	Director	500	
MAULIK SURESHKUM	AIFPJ1500M	CFO	850	
KIRAN KUMAR MOHAN	APIPM3591F	Company Secretar	46	

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

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)

**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

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	18/07/2022	20	17	99.7

## B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2022	10	10	100
2	30/08/2022	10	10	100
3	07/09/2022	10	10	100
4	08/09/2022	10	10	100
5	19/09/2022	10	10	100
6	04/11/2022	10	9	90
7	14/02/2023	10	10	100

## C. COMMITTEE MEETINGS

Number of meetings held

9

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 soci	04/11/2022	3	3	100
2	Audit Committe	20/05/2022	4	4	100
3	Audit Committe	30/08/2022	4	4	100
4	Audit Committe	04/11/2022	4	4	100
5	Audit Committe	14/02/2023	4	4	100
6	Nomination an	20/05/2022	3	3	100
7	Stakeholder R	04/11/2022	3	3	100
8	Stakeholder R	14/02/2023	3	3	100
9	Risk Manager	04/11/2022	5	4	80

**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	28/09/2023
								(Y/N/NA)
1	RAJENDRA S	7	7	100	6	6	100	Yes
2	HARISH RAN	7	7	100	1	1	100	Yes
3	VISHAL HARI	7	7	100	3	3	100	Yes
4	PILAK RAJEN	7	6	85.71	1	0	0	Yes
5	HETAL MANIS	7	7	100	0	0	0	Yes
6	AMBAR JAYA	7	7	100	7	7	100	Yes
7	BHUSHAN CH	7	7	100	5	5	100	Yes
8	KUNAL DILIP	7	7	100	6	6	100	Yes
9	NEHARIKA V	7	7	100	1	1	100	Yes
10	RAMAKRISHN	7	7	100	3	3	100	Yes

**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 SHAN	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	7,000,008	9,000,000	0	0	16,000,008
4	VISHAL HARISH R	Chief Executive	7,000,008	12,000,000	0	0	19,000,008
5	HETAL MANISH N	Wholetime Direc	3,800,004	3,000,000	0	0	6,800,004
	Total		25,500,036	30,000,000	0	0	55,500,036

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MAULIK SURESHK	Vice President -	6,438,254	0	0	0	6,438,254
2	KIRAN MOHANTY	Company Secre	2,067,770	0	0	0	2,067,770
	Total		8,506,024	0	0	0	8,506,024

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	140,000	140,000
2	BHUSHAN CHELAI	Independent Dir	0	0	0	140,000	140,000
3	KUNAL DILIPBHAI	Independent Dir	0	0	0	140,000	140,000
4	NEHARIKA VOHRA	Independent Dir	0	0	0	140,000	140,000
5	RAMAKRISHNAN K	Independent Dir	0	0	0	140,000	140,000
	Total		0	0	0	700,000	700,000

#### 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

(In case of 'No', submit the details separately through the method specified in instruction kit)

**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

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Explanation Letter.pdf
MGT 8_HEIL.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**



HEIL/ROC-3/2023-24

November 9, 2023

To,  
Registrar of Companies,  
ROC Bhavan, Opp. Rupal Park,  
Nr. Ankur Bus Stand,  
Naranpura, Ahmedabad-380013

**Sub: Explanation Letter for Form MGT-7 of HARSHA ENGINEERS INTERNATIONAL LIMITED (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited) for Financial Year 22-23**

**Ref. : U29307GJ2010PLC063233**

Dear sir/madam,

With reference to the captioned subject, we wish to inform you that following:

1. In point no. IV(i)(d) Break-up of paid-up share capital : Due to technical error in the form we are not able to write amount of total premium at the beginning of the year and at the end of the year. Please note the below and take into record the same.

Sr.No.	Class of Shares	Total Premium
	Equity Shares	
1	At the beginning of the year	7,500,000

2. In point no. IV(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). During the reporting period there were no transfer of shares in physical mode. We understand that the Company is not required to report the transfer which has been made in the secondary market considering that Company's share are in dematerialize mode. Further please note during the reporting period the Company has following transmission which is not required to report the same.

Transactions	Particulars
Number of Transmission	1
Number of Shares Transmitted	230,949

Kindly find the above submission in order and oblige.

Thanking you.

Yours faithfully,

**FOR HARSHA ENGINEERS INTERNATIONAL LIMITED** (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)



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





## **CHIRAG SHAH & ASSOCIATES**

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

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

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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, 2023**. 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;

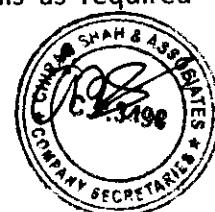


6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. As per the information & explanation provided to us, all related party transactions entered into during the financial year were on arm's length basis and were in the ordinary course of business 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 year under review, the company has completed its Initial Public offer ("IPO") of 22,886,595 equity shares of face value of Rs. 10 each at an issue price of Rs. 330 aggregating up to Rs. 75,500 lakhs comprising through fresh issue of 13,795,695 equity shares aggregating up to Rs. 45,500 lakhs and offer for sale for 9,090,900 equity shares aggregating up to Rs. 30,000 lakhs. The offer was made pursuant to Regulation 6(1) of SEBI ICDR Regulations, 2018. The equity shares of the company were listed on National Stock Exchange of India Limited and BSE Limited with effect from September 26, 2022.

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;
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;
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; -

During the year under review, the Scheme of Amalgamation of Harsha Engineers BV ("HEBV") with the company and their respective shareholders and creditors was approved by the National Company Law Tribunal (NCLT), Ahmedabad Bench vide order dated August 25, 2022. All necessary sanctions and approvals as required

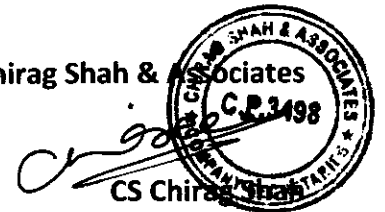


under the applicable laws of Netherlands have been received by HEBV hence this Scheme is now effective and Netherland Entity is ceased to be effective from November 14, 2022.

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 ; - Not Applicable

**Date: 10/10/2023**  
**Place: Ahmedabad**

For, Chirag Shah & Associates



CS Chirag Shah

Partner

FCS No.: 5545

C. P No.:3498

UDIN: F005545E001239107

Peer Review Cer. No.: 704/2020

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