

NOTICE OF POSTAL BALLOT

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013
read with the Rules 20 and 22 of the Companies (Management and Administration)
Rules, 2014]**

Notice is hereby given to the members of **Harsha Engineers International Limited** pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 22, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of **Harsha Engineers International Limited** (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolution, is appended to this Notice

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, December 20, 2024 ('cut-off date')** and whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

Harsha Engineers International Limited

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

CIN : L29307GJ2010PLC063233

Corporate & Registered Office: Sarkhej - Bavla Road, Changodar, Ahmedabad, Sanand - 382213, Gujarat, India.
Tel.: +91-2717-618200 Fax: +91-2717-618259 E-mail: sec@harshaengineers.com URL: www.harshaengineers.com



The Company has engaged the services of **Link Intime India Private Limited, ("LI IPL")** as its agency for providing e-voting facility/platform to the Members of the Company.

The Board of Directors of the Company at its meeting held on **Monday, November 11, 2024** has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (Membership No.:F5545; C.P. No.:3498) to act as a Scrutinizer to conduct the postal ballot only through the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The results of Postal Ballot will be announced on or before **Tuesday, January 28, 2025** i.e., within two (2) working days from close of voting period and also be hosted on website of the Company (<https://www.harshaengineers.com/>) and on the website of LI IPL (<https://instavote.linkintime.co.in/>). The Results will also be communicated to BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **Saturday, January 25, 2025**, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

The remote e-voting period shall commence at **9.00 A.M. (IST) on Friday, December 27, 2024** and shall end at **5.00 P.M. (IST) on Saturday, January 25, 2025**. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by LI IPL upon expiry of the aforesaid period.

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SPECIAL BUSINESS

ITEM NO. 1: APPOINTMENT OF MS. PRIYANKA AGARWAL CHOPRA (DIN: 10011547) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 (including any Statutory modification(s) or re-enactment thereof for the time being in force, Companies (Appointment and Qualification of Directors) Rules, 2014 and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company, Ms. Priyanka Agarwal Chopra (DIN: 10011547) who was appointed as an Additional Director in the Capacity of a Non-Executive Independent Director on November 11, 2024, by the Board on recommendation of Nomination & Remuneration Committee and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a “Non-Executive Independent Director” of the Company to hold office for a term of 3 (Three) consecutive years commencing from November 11, 2024 to November 10, 2027 (both days inclusive), and that she shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT any Director or the company secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchange and / or other authorities as may be required to give effect to this resolution.”

November 11, 2024

Registered Office:

Sarkhej-Bavla Road, Changodar, Ahmedabad,
Sanand-382213, Gujarat, India.

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

Email-Id: sec@harshaengineers.com

Website: www.harshaengineers.com

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By Order of Board of the Directors

Kiran Mohanty

Company Secretary & Chief Compliance Officer

Mem No.: F9907

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Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard 2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution are appended to this Postal Ballot Notice.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ('MCA Circulars'), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.
3. The Company has appointed M/s Chirag Shah & Associates, Practicing Company Secretaries (Membership No.:F5545; C.P. No.:3498), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The result of the e-Voting will be announced not later than 2 working days of the conclusion of the e-Voting and the same will be communicated to BSE Limited and the National Stock Exchange of India Limited and shall also be available on the Company's website <https://www.harshaengineers.com/> and on the website of website of LIIPL <https://instavote.linkintime.co.in/> and also will be displayed at the Registered Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting i.e. Saturday, January 25, 2025.
4. This notice is sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, December 20, 2024 ('Cut-off Date')** by email to those members who have registered their email IDs with the Company / Depositories. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Friday, December 20, 2024**. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
5. The Postal Ballot notice will also be available on the Company's website at 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 website of e-Voting Agency at <https://instavote.linkintime.co.in/>.

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6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. The members whose email addresses are not registered with the Company or Depository Participant(s) as of the Cut-off Date are requested to register their email addresses. To do so, member are required to send an email with the subject line 'HEIL-Postal Ballot-Registration of e-mail Ids' to either the Registrar and Transfer Agent, Link Intime India Private Limited, at ahmedabad@linkintime.co.in or to the Company at sec@harshaengineers.com. The email should include your name, registered shareholder details, folio number(s)/DP Id/Client Id, and the number of equity shares held. This registration must be done from the email address you wish to use for future communications. This step is necessary to enable you to cast your vote on special business matters as set out in the Postal Ballot Notice through the remote e-voting facility provided by LIPL.
8. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Private Limited at enotices@linkintime.co.in in case the shares are held in physical form.
10. In case of any query may please be addressed to Mr. Kiran Mohanty, Company Secretary and Chief Compliance Officer with respect to the voting by remote electronic means at email id sec@harshaengineers.com or enotices@linkintime.co.in .
11. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting during **Friday, December 27, 2024 (9:00 A.M. (IST))** and shall end at **Saturday, January 25, 2025 (5:00 P.M. (IST))** (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or

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dematerialised form, as on **Friday, December 20, 2024**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by Link intime after the last date and time.

12. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

13. **The Instructions For Members For Remote Voting Are As Under :**

As per the SEBI circular dated December 9, 2020, individual members 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.

A. Login method for Individual members holding securities in demat mode is given below:

1. Individual Members holding securities in demat mode with NSDL :

• **METHOD 1 - If registered with NSDL IDeAS facility**

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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- **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

- **METHOD 1 – CDSL Easi/Easiest**

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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- **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

3. Individual members holding securities in demat mode with Depository Participant:

Individual members can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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. Visit 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.

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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 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.

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C. Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

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- **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

- **METHOD 2 - VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

D. Helpdesk:

1. Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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.

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2. 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

E. Forgot Password:

1. Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form 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 a minimum of 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 ID is Event No + Folio Number registered with the Company

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

CIN : L29307GJ2010PLC063233

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Tel.: +91-2717-618200 Fax: +91-2717-618259 E-mail: sec@harshaengineers.com URL: www.harshaengineers.com

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

2. Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

3. 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.

General Notes:

- 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”.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE

ITEM NO. 1: APPOINTMENT OF MS. PRIYANKA AGARWAL CHOPRA (DIN: 10011547) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Priyanka Agarwal Chopra (DIN: 10011547) as an Additional Director in the Capacity of a Non-Executive Independent Director on November 11, 2024 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a term of 3 (Three) consecutive years commencing from November 11, 2024 to November 10, 2027 (both days inclusive), and that she shall not be liable to retire by rotation.

The Company has received a declaration from Ms. Priyanka Agarwal Chopra (DIN: 10011547) confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Priyanka Agarwal Chopra (DIN: 10011547) to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing his candidature for the office of Director.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Priyanka Agarwal Chopra (DIN: 10011547) has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Postal Ballot for appointment of Ms. Priyanka Agarwal Chopra (DIN: 10011547) as a Non-Executive-Independent Director on the Board of Directors of the Company to hold office for a term of 3 (Three) consecutive years commencing from

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November 11, 2024 to November 10, 2027 (both days inclusive), not liable to retire by rotation.

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

Apart from receiving Directors' remuneration by way of sitting fees as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, for a term of 3 (Three) consecutive years commencing from November 11, 2024 to November 10, 2027 (both days inclusive), does not have any other pecuniary relationship with the Company.

Except Ms. Priyanka Agarwal Chopra (DIN: 10011547), and/ or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at Item No. 1 of Notice.

Additional Disclosures as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 are as under:

Name of Director	Priyanka Agarwal Chopra
DIN	10011547
Nationality	USA
Date of Birth	20-01-1977
AGE	47 Years
Date of first appointment on Board	11-11-2024
Brief Resume	Ms. Priyanka Agarwal Chopra is the Chief Executive Officer and Managing Partner at IIMA Ventures (formerly IIMA-CIIE) and a Venture Partner at Bharat Innovation Fund. She has also served on the Venture Capital Sector Council at the Indian Venture and Alternate Capital Association (IVCA). She has 12+ years of experience in investing, advising and engaging with early stage companies. At IIMA Ventures, she has designed, created and led several leading-edge regional and national startup scouting and support focused programs and helped build out IIMA Venture's seed stage

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	<p>portfolio in sectors such as consumer internet, enterprise tech and financial services.</p> <p>Prior to IIMA Ventures, she has worked in the high -tech industry with Sun Microsystems and IBM in a variety of design, engineering and strategy roles in the social impact space with Piramal Sarvajal, seeking to provide access to clean drinking water to India's underserved using technology and community engagement. Priyanka completed her MBA from The Wharton School (University of Pennsylvania) and has a M.S. in Electrical Engineering from the Georgia Institute of Technology.</p>
<p>Experience and expertise in specific functional areas</p>	<p>She brings over two decades of expertise in technology, finance, operations, and early-stage investments. Her career spans 10+ years in the high-tech sector in the US and India in cutting edge companies such as SUN Microsystems and IBM, focusing on engineering, product design, management, and strategy. Over the last 12+ years, she has invested in and advised early-stage companies, supporting their scaling and successful exits. As the Managing Partner at IIMA Ventures, she has driven strategic growth, financial oversight, and operational efficiency. Additionally, her corporate governance experience, including roles with the Indian Venture and Alternative Capital Association and the Indian Institute of Corporate Affairs, equips her to address complex challenges with a balanced, strategic perspective, particularly in technology-driven and innovation-centric industries.</p>

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Qualification	MBA from the Wharton School (University of Pennsylvania), M.S. in Electrical Engineering from the Georgia Institute of Technology.
Disclosure of Relationships between Directors inter-se	Ms. Priyanka Agarwal Chopra is not related to any Director/KMP of the Company
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board (including the listed entities from which the person has resigned in the past three years	NIL
Shareholding in the company as on the date of this report (including shareholding as a beneficial owner)	NIL
Terms and Conditions of appointment or re-appointment	She shall not be liable to retire by rotation.
Details of remuneration last drawn in FY 2023-24	Not applicable
Details of remuneration sought to be paid	Not applicable
Number of Meetings of the Board attended during the F.Y. (2023-24)	Not applicable
Skills and Capabilities required for the role and the manner in which she meets such requirements	As an independent director for a company in the precision engineering industry, She brings a unique combination of governance expertise, technical acumen, and strategic insights. Her experience in high-tech and engineering roles has equipped her to understand complex, innovation-driven businesses, while her expertise in finance and operations allows her to evaluate business performance and identify growth opportunities effectively. With over 12 years of experience advising early-stage ventures in the deep-tech and digitisation spaces, she is well-versed in guiding companies through scaling challenges, particularly in technically

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	<p>intensive sectors. Her governance exposure, including teaching corporate governance workshops for startup boards with IICA and serving on industry committees such as IVCA, ensures that she can foster transparency, accountability, and adherence to best practices. She also brings an independent, objective perspective to board deliberations, that can help the company navigate risks and seize opportunities in a competitive and evolving market.</p>
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The Board of Directors recommends the resolution as set out in this Notice for approval of the Members by way of a Special Resolution.

November 11, 2024

Registered Office:

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By Order of Board of the Directors

Kiran Mohanty

Company Secretary & Chief Compliance Officer

Mem No.: F9907

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