“Harsha Engineers International Limited

16th Annual General Meeting”

July 23, 2026

MANAGEMENT: MR. RAJENDRA SHAH – CHAIRMAN AND WHOLE-TIME DIRECTOR AND CHAIRMAN OF RISK MANAGEMENT COMMITTEE AND CORPORATE AND SOCIAL RESPONSIBILITY COMMITTEE OF COMPANY
MR. HARISH RANGWALA – MANAGING DIRECTOR – HARSHA ENGINEERS INTERNATIONAL LIMITED
MR. VISHAL RANGWALA – CHIEF EXECUTIVE OFFICER AND WHOLE-TIME DIRECTOR – HARSHA ENGINEERS INTERNATIONAL LIMITED
MR. PILAK SHAH – CHIEF OPERATING OFFICER AND WHOLE-TIME DIRECTOR – HARSHA ENGINEERS INTERNATIONAL LIMITED
MS. HETAL NAIK – WHOLE-TIME DIRECTOR – HARSHA ENGINEERS INTERNATIONAL LIMITED
MR. AMBAR PATEL – INDEPENDENT DIRECTOR AND CHAIRMAN OF THE NOMINATION AND REMUNERATION COMMITTEE AND CHAIRMAN OF THE STAKEHOLDER’S RELATIONSHIP COMMITTEE – HARSHA ENGINEERS INTERNATIONAL LIMITED
DR. BHUSHAN PUNANI – INDEPENDENT DIRECTOR – HARSHA ENGINEERS INTERNATIONAL LIMITED

MR. RAMAKRISHNAN KASINATHAN – INDEPENDENT DIRECTOR – HARSHA ENGINEERS INTERNATIONAL LIMITED
MR. KUNAL SHAH – INDEPENDENT DIRECTOR AND CHAIRMAN OF AUDIT COMMITTEE – HARSHA ENGINEERS INTERNATIONAL LIMITED
MR. MAULIK JASANI – VICE PRESIDENT FINANCE AND GROUP CHIEF FINANCIAL OFFICER – HARSHA ENGINEERS INTERNATIONAL LIMITED
MR. KIRAN MOHANTY – COMPANY SECRETARY AND CHIEF COMPLIANCE OFFICER – HARSHA ENGINEERS INTERNATIONAL LIMITED

Moderator: Dear shareholders, good morning and a warm welcome to you all to the 16th Annual General Meeting of Harsha Engineers International Limited through video conferencing. For smooth conduct of the meeting, members will be in mute mode and the audio and video will be enabled when they speak at the AGM as per the pre-registration. Over to you, Chairman sir.

Rajendra Shah: Thank you. Good morning to all. A warm welcome to this Annual General Meeting of Harsha Engineers International Limited being held through video conferencing. This meeting is being conducted through video conference in pursuance of circular of Ministry of Corporate Affairs. Accordingly, the company has taken all requisite steps to enable members to participate and vote on the items being considered in the meeting.

The basic instructions relating to e-voting and attending the meeting through video conferencing forms part of notice of the Annual General Meeting. I Rajendra Shah, Chairman and Whole-time Director of the company and also the Chairman of Risk Management Committee and Corporate and Social Responsibility Committee of the company, attending this Annual General Meeting from my office at Ahmedabad.

As per the attendance record available through the module facilitated by NSDL, 54 members are attending the meeting through video conferencing. Further, today at this meeting, requisite quorum is present. The documents referred in the notice and the other statutory registers are available for inspection in the electronic mode.

Members seeking to inspect the documents can send an email to the company at secretary@harshaengineers.com. As the requisite quorum is present through video conferencing, I call the meeting to order. I welcome my colleagues on the board, auditors and other company officials who are present in this meeting from their respective locations. Mr. Harish Rangwala, Managing Director of the company.

Mr. Vishal Rangwala, CEO and Whole-time Director of the company, Mr. Pilak Shah COO and Whole-time Director of the company. Ms. Hetal Naik, Whole-time Director of the company. Mr. Ambar Patel, Independent Director and Chairman of the Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee. Dr. Bhushan Punani, Independent Director of the company.

Mr. Ramakrishnan Kasinathan, Independent Director of the company. Mr. Kunal Shah, Independent Director and Chairman of the Audit Committee. Mr. Maulik Jasani, VP Finance and Group CFO of the company. Mr. Kiran Mohanty, Company Secretary and Chief Compliance Officer of the company.

Mr. Chintan Shah, Partner of M/s Pankaj R. Associates, Statutory Auditors. Mr. Chirag Shah, Partner of M/s Chirag Shah & Associates, Secretarial Auditor of the company and Scrutinizer of this meeting. Now I request the Company Secretary of the company to start with the proceeding of the meeting. Over to you, Kiran.

Kiran Mohanty: Thank you, sir. Good morning everyone. Pursuant to the MCA and SEBI circular, the annual report for the financial year 2025-26 along with the notice of 16th AGM has already been circulated to all the shareholders through electronic mode whose email addresses are registered with the company or depositories.

The notice and the annual report have been uploaded on the website of the company at www.harshaengineers.com. The notice can also be accessed from the website of BSE Limited and National Stock Exchange of India Limited and it is also available on the website of National Securities Depository Limited.

With your permissions, the notice of the 16th AGM and the auditor report is taken as read as the same have already been circulated to the members. As there are no qualification in the statutory auditor report and secretarial audit report, the same are considered to be read. Now I request Chairman sir to deliver his speech. Over to you, sir.

Rajendra Shah: Thank you, Kiran. Good morning. A very warm welcome to all our shareholders, members of the board, colleagues, customers, bankers, business associates and everyone joining us today on the 16th Annual General Meeting of Harsha Engineers International Limited through video conferencing.

On behalf of the Board of Directors of Harsha Engineers International Limited, I extend my sincere gratitude for your continual participation, trust and confidence in our company. Your support has been instrumental in our journey and I thank each one of you for being a valued partner for it.

The year 2025-26 unfolded against a backdrop of continued geopolitical uncertainty, evolving trade dynamics and uneven industrial demand across several global markets. While these developments presented challenges, they also reinforced the importance of resilience, operational discipline and long-term thinking.

At Harsha Engineers, we have always believed that sustainable success is built over decades, not quarters. Our strategy has therefore remained consistent, invest in capabilities, strengthen customer relationships, maintain financial discipline and prepare the organization for future opportunities.

I am pleased to share that this approach enabled your company to deliver another year of healthy growth. During the year, consolidated revenue from operations increased to INR1,626.79 crores, while profitability improved significantly through better operational efficiencies and a favourable business mix.

More importantly, these results reflected improving business momentum across our engineering operations and strength of our diversified portfolio. One of the encouraging developments during the year was the gradual improvement in industrial demand across international markets, particularly in Europe.

Although the recovery remains measured, customer activity strengthened during the year, supported by improving inflows and greater demand across several industrial applications. At the same time, our domestic business continued to perform well, demonstrating the balanced nature of our business model.

While bearing cages remain the cornerstone of our business, Harsha Engineers today is much more than a single-product company. Over the years, we have steadily expanded into adjacent precision engineering segments by leveraging our manufacturing expertise, engineering capabilities, and customer relationships.

This strategic diversification is enabling us to participate in a wider range of industrial opportunities while strengthening the resilience of our business. Our Bushing business is an excellent example of this approach. During the year, it crossed INR 125 crores in revenue, driven by increasing demand from sectors such as wind energy and industrial applications.

We also continued to strengthen our capabilities in precision stampings and engineered components, while expanding our presence in next-generation mobility applications. These businesses may be at different stages of maturity, but together they represent important building blocks for the future growth of the company.

Another important milestone during the year was the commissioning of the first phase of our new manufacturing facility under Harsha Engineers Advantek Limited, our wholly owned subsidiary. This facility represents a significant investment in the future of our engineering business.

Designed to manufacture bushings, large-size bearing cages and stamping products, it expands our manufacturing capabilities and positions us to meet growing customer requirements over the coming years. While new facilities naturally take time to achieve optimum utilization, we are confident that this investment will contribute meaningfully to our long-term growth.

Alongside this, we commenced the Brownfield expansion of China operations, further strengthening our global manufacturing footprint. As global supply chains continue to evolve, our diversified presence across India, China and Europe is enhancing our ability to serve customers more efficiently, while improving operational flexibility.

Our solar EPC and operations and maintenance business also continued to make steady progress during the year. We have consciously pursued a disciplined approach by focusing on projects that align with our execution capabilities and risk management philosophy. This business complements our broader commitment to sustainable growth while supporting the transition towards cleaner sources of energy.

One of the defining strengths of Harsha Engineers has always been our manufacturing culture. For over four decades, we have continuously invested in technology, automation, tooling and process excellence. These investments have helped us earn the confidence of leading global customers and establish ourselves as one of the world's leading organized manufacturers of precision bearing cages.

However, we recognize that manufacturing excellence is not achieved through infrastructure alone; it is built through a culture of continuous improvement. I am therefore particularly proud that our efforts were recognized during the year through several prestigious industrial awards, including the TPM Special Award in Kyoto, Japan, along with multiple recognitions at national quality and Kaizen competitions.

These achievements reflect the dedication of our employees and their relentless pursuit of excellence in every aspect of our operations. Responsible growth continues to remain equally important. We are steadily integrating sustainability into our manufacturing practices through renewable energy adoption, energy-efficient operations, water conservation and responsible resource management.

During the year, the commissioning of our 10.4-megawatt ground-mounted solar project marked another important step in reducing our environmental footprint, while strengthening long-term operational efficiency. We believe that responsible manufacturing is not only an environmental responsibility, but also an important business imperative.

None of our achievements would have been possible without the commitment and dedication of our employees. Across every facility and every function, our teams continue to demonstrate remarkable professionalism, innovation and customer focus. Their efforts remain the foundation of our success and I thank each of the Harsha Engineers family for their invaluable contribution.

As we look ahead, we remain optimistic about the opportunities before us. Global manufacturing continues to undergo significant transformation, driven by automation, electrification, renewable energy, industrial modernization and the diversification of supply chains.

India is emerging as an increasingly important manufacturing destination, supported by strong policy initiatives, improving infrastructure and growing global confidence in the country's engineering capabilities. With our established customer relationships, diversified engineering portfolio, expanding manufacturing footprint and disciplined approach towards capital allocation.

We believe Harsha Engineers is well-positioned to participate in the next phase of the industrial growth. Our priorities remain clear. We will continue to strengthen our core engineering business, improve the utilization of our newly commissioned capacities, expand our presence in high-value precision engineering segments, invest in technology and innovation and create sustainable long-term value for our stakeholders.

Before I conclude, I would like to express my sincere gratitude to our customers for their continued confidence, our suppliers and business partners for their unwavering support, our banking partners Citibank, SBI, HDFC Bank, RBL Bank, YES Bank, HSBC and ICICI Bank for their trust and my colleagues on the board for their guidance and counsel.

Finally, I extend my heartfelt appreciation to all our shareholders. Your faith in Harsha Engineers motivates us to continuously improve, innovate and grow responsibly. We remain committed to building a stronger and future-ready organization that creates enduring value for generations to come.

Thank you once again for your continued trust and support. I wish you and your families good health, happiness and prosperity. Jai Hind. The shareholders who have any queries and have not registered themselves with the company as speaker may send their queries to the company at secretary@harshaengineers.com.

As per the record of our register, some shareholders have registered themselves as speakers to speak during the meeting. We shall allow the registered speakers to ask the questions one by one and thereafter we will give the answer to the questions of the speakers. Please note that the registered speaker will be unmuted and is allowed to speak for 3 minutes only, therefore you are required to complete your question within the time allocated to you and therefore you will be muted. I request moderator to unmute the speakers one by one.

Moderator: Thank you very much. We will now begin with the question-and-answer session. Our first two speakers, Manjeet Singh and Kaushik Narendra Sahukar had pre-registered, however not joined. So, we will move to our next speaker. I request our next speaker, Saket Kapoor, to kindly accept the prompt on your screen, turn on your audio and video and proceed with your question please. Saket Kapoor, kindly accept the prompt on your screen please.

Saket Kapoor: Hope I am audible?

Moderator: Yes, you are audible.

Saket Kapoor: Namaskar sir. I would like to express my gratitude to the company for giving me the opportunity to participate in this session. First of all, I would like to mention that 2 years ago during a concall, I raised a point with my management team, Mr. Rangwala and Mr. Jassani who lead the call. I raised the point that if they remember that why do we keep our AGM at the fag end.

Mr. Rangwala clarified to me that in September we have to keep our AGM because we have a lot of data crunching, we have an integrated annual report. So, I requested him that a good corporate category falls if you do your AGM in the first quarter or by July-August. So, I am happy to participate in this AGM and I would like to congratulate the secretarial team, compliance officer, our CFO sir and Managing Director and entire team that we are still continuing our integrated annual report.

And we have started our AGM before the end of July. My best wishes to the team. Firstly, I wanted to congratulate and put it on record that we have achieved this task. Sir, there is a Pepsi ad that the heart asks for more. So, in the coming time, you bring it to the end of June and create a benchmark that we can give our investors a line of our future before the end of the first quarter.

It's only a thought that I have. It depends on you. Now, sir, I come to the agenda and the first 40 seconds you don’t count on three minutes. Sir, when we look at what Harsha is currently poised at, I would only like to get a sense from the team that we have already done a capex. For us, the Harsha Advantek is ramping up and we did a turnover closer to some INR20 crores, INR25 crores for quarter 4 and we are putting up another capex for INR110 crores.

So, if you could just explain to us where do our earlier capex utilization stand since the entire year for Advantek was INR43 crores and quarter 4 was INR28 crores. So, how do we see

Advantek in the coming time? The capex of INR810 crores that you have told us is for bushing and stamping.

So, sir, where do we see bushing and stamping in the next 2-3 years, how much percent of revenue mix can we get from this? And what kind of margin profile can it have in the future? What is your thought process? Sir, can you please tell us about this? Sir, the current trends that are going on at the global level, what are our customers' intentions?

What are they contemplating going ahead in terms of their utilization levels currently? And then what we should be prepared to exit the current financial year in terms of the ballpark of what utilization we exited in our core business of caging compared to the current financial year, if you could give us some understanding.

Sir, last year, I think so, Mr. Rangwala alluded to the fact that we are looking for some strategies for Romania, in which we can restructure it a little according to the product profile. So, where are we now in that aspect? Because you have told us about the trend of capex Brownfield in China that we have to put more money there and we have to put money only when we can make profits.

So, can you give us some light on the strategy of Romania, the losses of Romania that are hitting our numbers and diluting our margins? Sir, overall, our EBITDA, if we look at Indian operations and all, then our EBITDA margins are trending between 24% to 25%, which is 18% if we look at the consolidated level and solar business. They are diluted.

So, for the current year, if you want to guide us on a ballpark number, it would be great. I will ask two more questions, sir and then I will end my speech. The first point was, sir, what is our hold on the export market and what are we anticipating? Since we are hearing from many companies that the export market has suddenly opened up.

So, even after this geopolitical tension, our products, it all depends on how our customers are looking, sir. When you answer, sir, answer me with the same enthusiasm rather than giving a generalized answer. So, sir, I will feel good and I will be happy to participate now. It will be relevant for me to spend the time in the August gathering.

And sir, now let's come to the last point, which is the value creation of the shareholder. Sir, I am talking to those members who own three-fourths of the company. The Shah family and the Rangwala family. So, now let's talk as a shareholder. Till now, sir, all the things we have talked about are managerial skills, profitability, EBITDA margins.

Now, sir, to improve the valuation of our company, what meaningful steps do we have to take so that the valuation of our company is made? We can give the right set of returns to the right set of investors. For that, sir, what cornerstones do we still have to turn? On that, I want to understand from the Shah family and the Rangwala family that after holding three-fourths, such a unique business, precision engineering, in the segment we have to understand why it is market giving us that understanding and shareholders money why it is not being made including yours and mine. So, sir, what is your intention on this?

Sir don't give this generalized statement. Sir, I apologize that this is on the market. Sir, we have to work. Will the market appreciate you or not? There is a gap somewhere and the market is supreme. It should be realized and it should be worked on. The last point remains. Sir, whenever we have a concall, I see that definitely not undermining the rights, Rangwala and Jasani sir are there who answer.

Sir, I will also request Mr. Palak to participate in the call and take out your views and your precious time to understand the point of view of the investors and give your participation in the opening remarks or closing remarks. This is a suggestion from me. I hope sir, I have understood my words correctly. Sir, Ambar sir is also on this platform.

I am also an investor in his company. I hope to have a conversation with him in Asia. And sir, my best wishes are for the whole team that in the coming time, in whatever situation we get the opportunity, we should project profitable growth and create value for our shareholders including yourself. And sir, I would like you to answer me in the same way and if I have any follow-up, then I will request Chorus to allow me. Thank you very much, sir.

Rajendra Shah: Anything more. Any next questions.

Moderator: Thank you. I request our next speaker shareholder Swarna Lata to kindly accept the prompt on your screen and proceed with your question please. Swarna Lata, kindly accept the prompt on your screen and proceed with your question please.

Rajendra Shah: I think she's not there.

Moderator: Ma'am, please go ahead.

Swarna Lata : Am I audible? Hello?

Rajendra Shah: Yes.

Moderator: Yes, sir you are audible.

Swarna Lata : Am I audible?

Moderator: Yes, you are audible.

Swarna Lata : Yes, thank you Chairman sir. Thank you ma'am. Good morning to the Chairman sir, Board of Directors and the fellow shareholders attending this virtual meeting at this platform. And excellent speech is given by the Chairman sir wherein he already has elaborated about the achievements and the planning of the company.

So, there is nothing left in the questions and most of the questions has already been asked by the shareholders earlier to me. But my simple question is that in the year under review we have a profit of INR35 crores and has increased from INR35 crores to INR175 crores. So that is increased by five times.

So, in this scenario, I just want to know that how would you reward the shareholders in the coming days? So, shall we expect a mega dividend in this year because in the year under review you have given a INR1.5? That is very meager for the shareholder. This is only the reward for the shareholders; the dividend is the reward.

So kindly tell us about the dividend policy of our company and how would you reward the shareholders in the coming days? In the end, I would like to thanks to the secretarial department for providing a link and also to the RTA for allowing me to speak in front of you. and all the best. Thank you sir.

Rajendra Shah: Thank you. Thank you very much. Now I'll take first question of Ms. Lata. Dividend, yes, every shareholder will expect more dividend, we also expect more dividend, but this year we are going for a lot of new investment, so we have restricted our dividend amount, but we hope in coming year we will be able to give much higher dividend possibly.

Company is continuously investing right now and as explained earlier also, this being a precision engineering company, it takes longer time than the normal companies, so we will be able to show very fast as Mr. Saket Kapoor has also asked the same question, valuation increase.

I think that will happen in coming time because we have done a lot of investment, now that has started working also. China also we are doing good investment and there our market is also improving, so we are hopeful in coming time valuation will definitely shoot up. Now there is two things.

First, we are focusing on increasing our valuation of the company, that's why we have kept money controlled and we are investing in a very calculated way. So, you will get very good return in coming years. So, I request as you wait for some years, please wait for some years and definitely you will get better response in coming time.

Coming to Mr. Saket Kapoor, you have told a lot of points. Thank you very much for your deep interest and I think Vishal -- Vishal is continuously in touch so he will be able to give you more response on this thing. But before I hand over to Vishal, your request Pilak and they both are working as a team.

So, when Vishal is speaking, Pilak is also speaking with him in the inverted comma. So, but they have different responsibility, so that's why every time he is not able to attend, but he will see that how he can come to this thing. Romania, as you say Romania, Romania is a strategic investment and we are further evaluating.

As you know in coming time all the bigger companies are going for their own areas, so more and more localization is happening. So, we are right now testing what is happening in this area, that they are the local companies are going for more and more localization or not. So, we are waiting but in near future we may be taking a long-term action and decision.

But as on today we are just waiting for the policy to be changed because a lot of companies are changing their policy, they are going for more and more localization and after this war, you know very well, more and more companies are working for the localization. So, if the localization will help, then this our strategic investment will be very useful. That's why we have not yet taken any conclusive decision on the Romania.

Bushing is a good business and is expanding very fast and coming year I think Vishal will be able to tell you the figure but is expanding very fast. And another EBITDA is good, so that will be maintained. As this is the engineering business, we cannot give you any exact guidelines, but we are expecting better results in coming time.

As you know we are putting all our efforts, so you have to wait for the improvement in EBITDA and as our efforts are there, I am sure in coming time EBITDA will definitely improve and will be able to give better results to all the shareholders. Anything else or Vishal, would you like to make -- Vishal or Maulik bhai, would you like to make any comments?

Vishal Rangwala: No, I think Raju Bhai you have covered most of the questions being asked. I believe I think at the end of the day we are investing as you rightly said in in our future and right now, we are in a heavy investment mode and we are very hopeful that it will turn around or rather it will produce the desired result.

We had seen some delay in realizing those good situation. The demand is growing. One of the question asked was how we how our customers are talking about this and our customers are really excited. We are also seeing a good growth in the market and working very positively closely with our customer to actually achieve the good positive long-term result for the company.

Rajendra Shah: So, any more question or we can conclude?

Moderator: Sir we can conclude.

Rajendra Shah: Mr. Saket, I hope that you have got your answers for your questions and if, yet you want more clarifications, you are welcome, we will give you further any more clarifications required we will give you. So here we conclude the question-and-answer session. And it is possible that some of the members wish to ask questions but failed to register in advance.

I would request that members to send their queries to us via email after the meeting is over. We will ensure that all such questions will be answered via email within reasonable time. Now I again request Company Secretary to brief members about the resolutions to be passed at this AGM and about conducting e-voting process during the meeting. Over to you, Kiran.

Kiran Mohanty: Thank you, sir. The ordinary business to be transacted at this AGMs are. One to receive, consider and adopt (a) the audited standalone financial statement of the company for the financial year ended 2026 together with the report of Board of Directors and auditors thereon, and (b) the audited consolidated financial statement of the company for the financial year ended on March 31, 2026, together with the report of auditors thereon.

Two to declare a dividend on equity shares of INR1.5 per equity shares of INR10 each for the financial year ended March 31, 2026. Three to appoint a director in place of Mr. Rajendra

Shah who retired by rotation being eligible for reappointment and offer himself for the same. Four to appoint a director in place of Mr. Harish Rangwala who retired by rotation being eligible for reappointment and offer himself for the same.

Five to appoint M/s. Mukesh M. Shah & Co., Chartered Accountants as the statutory auditors for a term of five consecutive years and to authorize Board of Directors to fix their remunerations. The special business to be transacted at this AGMs are. Six to rectify the remuneration of cost auditors of the company to be paid for the financial year 2026-27.

Seven the reappointment of Mr. Ambar Patel as an Independent Director of the company for a second term of five consecutive years. Eight reappointment of Mr. Bhushan Punani as an Independent Director of the company for a second term of five consecutive years. Nine the reappointment of Mr. Kunal Shah as an Independent Director of the company for a second term of five consecutive years.

Ten the reappointment of Mr. Ramakrishnan Kasinathan as an Independent Director of the company for a second term of five consecutive years. Eleven the approval of Harsha Engineers International Limited Employee Stock Option Plan 2026 and grant of employee stock options to eligible employees.

Twelve the approval of grant of employee stock option under Harsha Engineers International Limited Employee Stock Option Plan 2026 to the eligible employee of subsidiary companies of the company. In accordance with the provision of Company Act 2013 and the SEBI listing regulation, the members have been provided the facility to exercise their right to vote by electronic means both through remote e-voting and e-voting at the Annual General Meeting.

In this regard, the company had tied up with the National Securities Depository Limited to provide a facility for voting through remote e-voting, e-voting during the meeting and participation in the meeting through video conference. The remote e-voting period commenced on 9:00 AM on Monday, July 20, 2026 till 5:00 PM on Wednesday, July 22, 2026.

The remote e-voting have been disabled on July 22, 2026 at 5:00 PM. Members who have not cast their vote through remote e-voting facility and who are attending this meeting may cast their vote by electronic means on all or any of the resolutions. The members who have already casted their vote by remote e-voting shall not be entitled to vote again.

The members may follow the process of e-voting as provided in the notice of the Annual General Meeting. The members may cast their vote at any time during the meeting, during the course of the meeting and until 15 minutes after the close of the meeting. The voting result will be declared upon the receipt of the scrutinizer report and same shall be posted on the company's website as well as on the website of BSE and NSE and the respective agencies. Now I request Chairman sir to conclude the meeting. Over to you, sir.

Rajendra Shah: Thank you. Ladies and gentlemen, I declare the meeting to be concluded here. Thank you once again for being with us. As informed by the Company Secretary, the e-voting results will be declared in due course and communicated to the respective authorities. Stay safe and healthy. Thank you. Thank you very much.