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HARSHA ENGINEERS INTERNATIONAL LIMITED

(FORMERLY KNOWN AS HARSHA ENGINEERS INTERNATIONAL PRIVATE LIMITED AND HARSHA ABAKUS SOLAR PRIVATE LIMITED)

Our Company (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited) was incorporated as a private limited company under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated December 11, 2010, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad ("RoC"). Subsequently, our Company's name was changed to Harsha Engineers International Private Limited pursuant to a composite scheme of amalgamation and arrangement approved by Hon'ble National Company Law Tribunal, Ahmedabad Bench vide order dated December 23, 2021 and a fresh certificate of incorporation consequent to name change was issued by the RoC, on December 31, 2021. Our Company was also converted into a public limited company and the name of our Company was changed to Harsha Engineers International Limited. A fresh certificate of incorporation consequent upon conversion from private to public company was issued by the RoC, on January 1, 2022. For details of the change in the name and registered office of our Company, see "History and Certain Corporate Matters" beginning on page 166 of the Prospectus ("Prospectus").

Registered and Corporate Office: NH-8A, Sarkhej-Bavla Highway, Chandogard, Ahmedabad 382213, Gujarat, India., Tel: +91 2717-618200; **Contact Person:** Kiran Mohanty, Company Secretary and Chief Compliance Officer; Tel: +91 2717-618200; **E-mail:** sec@harshaengineers.com; **Website:** www.harshaengineers.com; **Corporate Identity Number:** U29307GJ2010PLC063233

OUR PROMOTERS: RAJENDRA SHAH, HARISH RANGWALA, VISHAL RANGWALA AND PILAK SHAH

Our Company has filed the Prospectus with SEBI as "defined below" and the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE" and together with NSE, the "Stock Exchanges"), and the Equity Shares are proposed to be listed on the Stock Exchanges and trading is expected to commence on September 26, 2022.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 22,886,595 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 330 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 320 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 7,550.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF 13,795,695 EQUITY SHARES AGGREGATING UP TO ₹ 4,550.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF 9,090,900 EQUITY SHARES AGGREGATING TO ₹ 3,000.00 MILLION COMPRISING AN OFFER FOR SALE OF 2,022,725 EQUITY SHARES AGGREGATING TO ₹ 667.50 MILLION BY RAJENDRA SHAH, 2,272,725 EQUITY SHARES AGGREGATING UP TO ₹ 750.00 MILLION BY HARISH RANGWALA, 500,000 EQUITY SHARES AGGREGATING TO ₹ 165.00 MILLION BY PILAK SHAH (TOGETHER REFERRED TO AS THE "PROMOTER SELLING SHAREHOLDERS"), 2,272,725 EQUITY SHARES AGGREGATING TO ₹ 750.00 MILLION BY CHARUSHEELA RANGWALA AND 2,022,725 EQUITY SHARES AGGREGATING TO ₹ 667.50 MILLION BY NIRMALA SHAH (TOGETHER REFERRED TO AS THE "PROMOTER GROUP SELLING SHAREHOLDERS", AND COLLECTIVELY WITH THE PROMOTER SELLING SHAREHOLDERS REFERRED TO AS THE "SELLING SHAREHOLDERS", AND EACH INDIVIDUALLY, AS A "SELLING SHAREHOLDER" AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE 25.14% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. THE OFFER INCLUDES A RESERVATION OF 83,610 EQUITY SHARES, AGGREGATING TO ₹ 25.00 MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) NOT EXCEEDING 5% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, OFFERED A DISCOUNT OF 9.39% OF THE OFFER PRICE (EQUIVALENT OF ₹ 31 PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER AND THE NET OFFER CONSTITUTES 25.14% AND 25.05%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

ANCHOR INVESTOR OFFER PRICE: ₹ 330 PER EQUITY SHARE

OFFER PRICE: ₹ 330 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

THE OFFER PRICE IS 33.00 TIMES OF THE FACE VALUE

Risks to Investors:

- The Offer Price, market capitalization to revenue from operations multiple and price to earnings ratio based on the Offer Price of our Company may not be indicative of the market price of the Company on listing or thereafter.

Particulars	Fiscal 2022
Revenue from operations	₹ 13,214.81 million
Profit after tax	₹ 919.44 million
Market capitalization to revenue from operations at the upper end of Price Band (number of times)	1.93
Price to Earnings Ratio (based on diluted EPS) at the upper end of Price Band (number of times)	27.73

- For Fiscals 2022, 2021 and 2020, 63.02%, 65.30% and 62.68% of our revenue from operations were denominated in foreign currencies respectively. We are exposed to foreign currency exchange rate fluctuations, which may adversely affect our results of operations and cause our quarterly results and it may fluctuate significantly.
- For Fiscal 2022, Fiscal 2021 and Fiscal 2020, our top five customer groups (excluding customers' contributing to revenue from scrap sales), contributed 70.55%, 72.28%, and 72.54% of our revenue from operations, respectively. The loss of any of our major customer groups due to any adverse development or significant reduction in business from our major customer groups may adversely affect our business, financial condition, results of operations, cash flow and future prospects.
- The weighted average cost of acquisition of all Equity Shares transacted in the three years and one year preceding the date of the Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition (in ₹)*	Cap Price (₹ 330) is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price-Highest Price (in ₹)*
Last three years preceding the date of the Red Herring Prospectus	4.53 Per Share	72.85	0.00 to 26.83 Per Share
Last one year preceding the date of the Red Herring Prospectus	0.57 Per Share	578.95	0.00 to 26.83 Per Share

*The above calculation includes total investment into the equity shares of Harsha Engineers Limited (one of the transferor companies in the Scheme). It does not include Equity Shares acquired by way of gift and transmission.

- Average cost of acquisition of Equity Shares held by the Promoters and Selling Shareholders ranges from ₹ 1.85 to ₹ 14.32 per Equity Share and Offer Price at upper end of the Price Band is ₹ 330 per Equity Share.
- The three BRLMs associated with the Offer have handled 58 public issues in the past three years, out of which 19 issues closed below the offer price on listing date.

Name of the BRLMs	Total Issues	Issues closed below IPO Price on listing date
Axis Capital Limited*	24	11
Equirus Capital Private Limited*	4	Nil
JM Financial Limited*	12	2
Common issues of above BRLMs	18	7
Total	58	20

*Issues handled where there were no common BRLMs

BID / OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE OPENED ON: TUESDAY, SEPTEMBER 13, 2022

BID / OFFER OPENED ON WEDNESDAY, SEPTEMBER 14, 2022 / BID / OFFER CLOSED ON FRIDAY, SEPTEMBER 16, 2022

The Offer has been made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations. The Offer has been made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs and such portion, the "QIB Portion"). Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"), out of which one-third was reserved for domestic Mutual Funds only, subject to valid Bids having been received from domestic Mutual Funds at or above the price at which allocation was made to Anchor Investors ("Anchor Investor Allocation Price"), in accordance with the SEBI ICDR Regulations. Further, 5% of the balance QIB Portion (excluding the Anchor Investor Portion) ("Net QIB Portion") was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer was available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, was subject to the following: (i) one-third of the portion available to Non-Institutional Bidders was reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders was reserved for applicants with an application size of more than ₹ 1.00 million. Further, Equity Shares have been allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids having been received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) were mandatorily required to utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount was blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors were not permitted to participate in the Offer through the ASBA Process. For further details, see "Offer Procedure" on page 322 of the Prospectus.

The Offer received 2,651,047 banked applications for 1,267,403,760 Equity Shares including applications from Anchor Investors before technical rejections resulting in 55.38 times subscription of the shares reserved, as disclosed in the Prospectus. The details of the banked applications received in the Offer from Retail Individual Investors, Non-Institutional Investors and QIBs (including Anchor Investors) are as under (before technical rejections):

Sl. No.	Category	No. of Applications applied	No. of Equity Shares	Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
A	Retail Individual Bidders	2,479,155	148,971,915	7,981,065	18.67	49,163,661,675.00
B	Non Institutional Bidders –More than ₹ 2 Lakhs upto ₹ 10 Lakhs	115,721	79,020,090	1,140,150	69.31	26,075,116,395.00
C	Non Institutional Bidders - Above ₹ 10 Lakhs	42,221	162,593,145	2,280,300	71.30	53,655,008,625.00
D	Eligible Employees	13,762	1,066,050	83,610	12.75	318,866,085.00
E	Qualified Institutional Bidders (excluding Anchor Investors)	165	868,608,810	4,560,615	190.46	286,640,907,300.00
F	Anchor Investors	23	7,143,750	6,840,855	1.04	2,357,437,500.00
	Total	2,651,047	1,267,403,760	22,886,595	55.38	418,210,997,580.00

Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date at different Bid prices is as under:

Sl. No	Bid Price	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
1	314	748,215	0.06	748,215	0.06
2	315	213,210	0.02	961,425	0.07
3	316	31,725	0.00	993,150	0.08
4	317	21,105	0.00	1,014,255	0.08
5	318	27,270	0.00	1,041,525	0.08
6	319	17,595	0.00	1,059,120	0.08
7	320	390,330	0.03	1,449,450	0.11
8	321	29,790	0.00	1,479,240	0.11
9	322	81,990	0.01	1,561,230	0.12
10	323	15,885	0.00	1,577,115	0.12
11	324	30,870	0.00	1,607,985	0.12
12	325	254,700	0.02	1,862,685	0.14
13	326	34,785	0.00	1,897,470	0.15
14	327	30,060	0.00	1,927,530	0.15
15	328	265,050	0.02	2,192,580	0.17
16	329	327,555	0.03	2,520,135	0.20
17	330	1,139,583,015	88.34	1,142,103,150	88.54
18	CUT OFF	147,886,650	11.46	1,289,989,800	100.00
	TOTAL	1,289,989,800	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE, on September 21, 2022.

A. Allotment to Retail Individual Bidders (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Bidders, who have bid at Cut-off or at the Offer Price of ₹ 330 per Equity Share was finalized in consultation with the Designated Stock Exchange, being NSE. This category has been subscribed to the extent of 17.95 times. The total number of Equity Shares Allotted in Retail Portion category is 7,981,065 Equity Shares to 177,357 successful Applicants. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	Allocation per Applicant	Ratio	Total No. of Equity Shares Allotted
45	2,143,137	89.83	96,441,165	67.32	45	31:417	7,169,490
90	122,419	5.13	11,017,710	7.69	45	20:269	409,545
135	36,313	1.52	4,902,255	3.42	45	20:269	121,455
180	18,302	0.77	3,294,360	2.30	45	20:269	61,245
225	12,535	0.53	2,820,375	1.97	45	20:269	41,940
270	7,700	0.32	2,079,000	1.45	45	20:269	25,740
315	6,960	0.29	2,192,400	1.53	45	20:269	23,265
360	2,937	0.12	1,057,320	0.74	45	20:269	9,810
405	1,653	0.07	669,465	0.47	45	20:269	5,535
450	5,799	0.24	2,609,550	1.82	45	20:269	19,395
495	1,300	0.05	643,500	0.45	45	20:269	4,365
540	1,812	0.08	978,480	0.68	45	20:269	6,075
585	24,877	1.04	14,553,045	10.16	45	20:269	83,205
	TOTAL	2,385,744	100.00	143,258,625	100.00		7,981,065

B. Allotment to Non-Institutional Bidders (More than ₹ 2 Lacs upto ₹ 10 Lacs) (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Bidders (More than ₹ 2 Lacs upto ₹ 10 Lacs), who have bid at the Offer Price of ₹ 330 per Equity Share or above, was finalized in consultation with the Designated Stock Exchange, being NSE. The Non-Institutional Portion (More than ₹ 2 Lacs to ₹ 10 Lacs) has been subscribed to the extent of 67.66 times. The total number of Equity Shares Allotted in this category is 1,140,150 Equity Shares to 1,809 successful Non-Institutional Bidders. The category-wise details of the Basis of Allotment are as under: (Sample)

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	Allocation per Applicant	Ratio	Total No. of Equity Shares Allotted
630	104808	92.69	66,029,040	85.59	630	7:437	1,057,140
675	2205	1.95	1,488,375	1.93	633	7:441	22,155
720	533	0.47	383,760	0.50	633	9:533	5,697
765	337	0.30	257,805	0.33	633	5:337	3,165
810	207	0.18	167,670	0.22	633	3:207	1,899
855	117	0.10	100,035	0.13	633	2:117	1,266
900	658	0.58	592,200	0.77	633	11:658	6,963
945	167	0.15	157,815	0.20	633	3:167	1,899
990	137	0.12	135,630	0.18	633	2:137	1,266
1,125	92	0.08	103,500	0.13	633	1:92	633
1,215	144	0.13	174,960	0.23	633	2:144	1,266
1,260	216	0.19	272,160	0.35	633	3:216	1,899
1,350	256	0.23	345,600	0.45	633	4:256	2,532
1,395	30	0.03	41,850	0.05	633	1:30	633
1,440	44	0.04	63,360	0.08	633	1:44	633
1,485	570	0.50	846,450	1.10	633	9:570	5,697
1,530	247	0.22	377,910	0.49	633	4:247	2,532

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	Allocation per Applicant	Ratio	Total No. of Equity Shares Allotted
1,575	77	0.07	121,275	0.16	633	1:77	633
1,620	26	0.02	42,120	0.05	633	1:26	633
1,800	163	0.14	293,400	0.38	633	3:163	1,899
1,890	53	0.05	100,170	0.13	633	1:53	633
2,025	47	0.04	95,175	0.12	633	1:47	633
2,115	30	0.03	63,450	0.08	633	1:30	633
2,250	92	0.08	207,000	0.27	633	1:92	633
2,700	80	0.07	216,000	0.28	633	1:80	633
2,925	51	0.05	149,175	0.19	633	1:51	633
2,970	61	0.05	181,170	0.23	633	1:61	633
3,015	1008	0.89	3,039,120	3.94	633	16:1008	10,128
			All allottees from Serial no 2 to 54 for 1 (one) additional share		1	87:131	87
TOTAL	113,071	100.00	77,141,655	100.00			1,140,150

C. Allotment to Non-Institutional Bidders (Above ₹ 10 Lacs) (after Technical Rejections)

The Basis of Allotment to the Non-Institutional Bidders (Above ₹ 10 Lacs), who have bid at the Offer Price of ₹ 330 per Equity Share or above, was finalized in consultation with the Designated Stock Exchange, being NSE. The Non-Institutional Portion (Above ₹ 10 Lacs) has been subscribed to the extent of 70.28 times. The total number of Equity Shares Allotted in this category is 2,280,300 Equity Shares to 3,619 successful Non-Institutional Bidders. The category-wise details of the Basis of Allotment are as under: (Sample)

Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	Allocation per Applicant	Ratio	Total No. of Equity Shares Allotted
3,060	37836	91.01	115,778,160	72.25	630	35:402	2,075,220
3,105	574	1.38	1,782,270	1.11	630	50:574	31,500
3,150	490	1.18	1,543,500	0.96	630	43:490	27,090
3,195	119	0.29	380,205	0.24	630	10:119	6,300
3,240	155	0.37	502,200	0.31	630	13:155	8,190
3,285	67	0.16	220,095	0.14	630	6:67	3,780
3,330	134	0.32	446,220	0.28	630	12:134	7,560
3,375	132	0.32	445,500	0.28	630	11:132	6,930
3,420	32	0.08	109,440	0.07	630	3:32	1,890
3,555	35	0.08	124,425	0.08	630	3:35	1,890
3,600	103	0.25	370,800	0.23	630	9:103	5,670
4,050	29	0.07	117,450	0.07	630	3:29	1,890
4,500	151	0.36	679,500	0.42	630	13:151	8,190
4,545	59	0.14	268,155	0.17	630	5:59	3,150
4,590	29	0.07	133,110	0.08	630	3:29	1,890
6,030	45	0.11	271,350	0.17	630	4:45	2,520
6,075	35	0.08	212,625	0.13	630	3:35	1,890
6,120	37	0.09	226,440	0.14	630	3:37	1,890
6,750	31	0.07	209,250	0.13	630	3:31	1,890