



HIM TEKNOFORGE LTD.

(formerly known as Gujarat Automotive Gears Limited)



Regd. Office & Works : Village Billanwali, Baddi-173 205, Distt. Solan (Himachal Pradesh), INDIA
Phone : +91-7807777941, 7807777942, Fax : +91-1795-245467, CIN No.: L29130HP1971PLC000904

Date: 06.09.2023

To,
Bombay Stock Exchange
Corporate Relationship Department,
Ground Floor, P J Tower,
Dalal Street, Fort,
Mumbai – 400001

Dear Sir/Madam,

Subject: Notice of 52nd Annual General Meeting.

Scrip Code: 505712

Pursuant to regulation 30 read with clause 12 of Para A of schedule III of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 52nd Annual General Meeting of Him Teknoforge Limited to be held on Friday, 29th September, 2023 at 11.00 a.m. at Registered Office of the Company

Kindly acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,

For Him Teknoforge Limited

Himanshu Kalra

Company Secretary

Manager Secretarial and Legal

Chandigarh Office : SCO 19, 1st Floor, Sector 7-C, Madhya Marg, Chandigarh-160019, INDIA
Phone : +91-172-4183065, 2790439, Fax : +91-172-2651550
E-mail : teknoforge@himgroup.net Website : www.himteknoforge.com / ~~www.gagl.net~~



NOTICE

Notice is hereby given that the Fifty-Second Annual General Meeting of the members of Him Teknoforge Limited will be held on Friday, the 29th day of September, 2023 at 11:00 A.M. at Registered Office of the Company at Village Billanwali, Baddi, District Solan, Himachal Pradesh-173205 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and report of the Board of Directors and Auditors thereon.
- To declare dividend on Equity Shares for the Financial Year ended 31st March, 2023.
- To appoint Mr. Vijay Aggarwal (DIN 00094141), who retires by rotation and being eligible offers himself for re- appointment.

SPECIAL BUSINESS:

- TO CONSIDERAND APPROVE OVERALL REMUNERATION OF MR. RAJIV AGGARWAL, JOINT MANAGING DIRECTOR OF THE COMPANY.**

To consider and if though fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198, 200, schedule V, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the shareholders of the Company be and is hereby accorded to fix the remuneration of Mr. Rajiv Aggarwal (DIN: 00094198), Joint Managing Director of the Company w.e.f 14.08.2023 till the remaining period of his tenure i.e 13.08.2026 on the terms and conditions as mentioned below:.

[i] **Salary: Not exceeding** Rs. 12,00,000 (Rupees Twelve Lakh Only) per month [including perquisites and other allowance, if any]

[ii] **Perquisites and other allowances:**

Rent Free Accommodation: Mr. Rajiv Aggarwal shall be entitled to Rent Free Accommodation.

Gas, electricity, water and furnishing – Reimbursement of expense incurred for gas, electricity, water and furnishing.

Medical Reimbursement: Reimbursement of expenses incurred for the medical treatment for himself and his family.

Club Fees: Fee of club subject to a maximum of two clubs, including admission and life membership fees.

Personal Accident Insurance Premium: Not exceeding Rs. 4,000/- p.a.

Leave travel Concession: First Class air passage for self, wife, dependent children and dependent parents, once in a year to any place within or outside India.

Telephone: The Company shall provide telephone at residence for official-cum personal use. However, the valuation of personal use of telephone shall be treated as perquisite.

[iii] **Commission:** Mr. Rajiv Aggarwal shall also be entitled to commission of such amount as may be decided by the Board of Directors of the Company for each financial year expiring after the date of this revision in remuneration, provided, however, that the commission paid or payable to him in respect of each financial year shall not exceed 2.5% (two and half percent) of the net profits of the company computed as per the provisions of The Companies Act, 2013.

However, total managerial remuneration payable to Mr. Rajiv Aggarwal by way of salary, perquisites, other allowances and Commission shall not exceed the overall limit of Rs. 12,00,000 (Rupees Twelve lakhs Only) per month.

- Contribution to provident fund, superannuation and annuity fund will not be included in the computation of the ceiling on managerial remuneration to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.
- Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/ remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the individual appointee concerned.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to regulate, decide and restructure the payment of remuneration to Mr. Rajiv Aggarwal, Managing Director of the company within the overall limit of Rs. 12,00,000/- (Rupees Twelve Lakh Only) per month from time to time within the period mentioned above.

RESOLVED FURTHER THAT, where in any financial year, during the currency of tenure of Mr. Rajiv Aggarwal (DIN: 00094198), Managing Director of the Company has no profit or its profits are inadequate, it may pay him minimum remuneration by way of salary, perquisites and allowances not exceeding the limits specified above.

- TO CONSIDERAND APPROVE OVERALL REMUNERATION OF MR. VIJAY AGGARWAL, MANAGING DIRECTOR OF THE COMPANY.**

To consider and if though fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198, 200, schedule V, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the shareholders of the Company be and is hereby accorded to fix the remuneration of Mr. Vijay Aggarwal (DIN: 00094141), Managing Director of the Company w.e.f 01.04.2023 till the remaining period of his tenure i.e 30.01.2026 on the terms and conditions as mentioned below:.

[i] **Salary: Not exceeding** Rs. 12,00,000 (Rupees Twelve Lakh Only) per month [including perquisites and other allowance, if any]

[ii] **Perquisites and other allowances:**

Rent Free Accommodation: Mr. Vijay Aggarwal shall be entitled to Rent Free Accommodation.

Gas, electricity, water and furnishing – Reimbursement of expense incurred for gas, electricity, water and furnishing.

Medical Reimbursement: Reimbursement of expenses

incurred for the medical treatment for himself and his family.

Club Fees: Fee of club subject to a maximum of two clubs, including admission and life membership fees.

Personal Accident Insurance Premium: Not exceeding Rs. 4,000/- p.a.

Leave travel Concession: First Class air passage for self, wife, dependent children and dependent parents, once in a year to any place within or outside India.

Telephone: The Company shall provide telephone at residence for official-cum personal use. However, the valuation of personal use of telephone shall be treated as perquisite.

[iii] **Commission:** Mr. Vijay Aggarwal shall also be entitled to commission of such amount as may be decided by the Board of Directors of the Company for each financial year expiring after the date of this revision in remuneration, provided, however, that the commission paid or payable to him in respect of each financial year shall not exceed 2.5% (two and half percent) of the net profits of the company computed as per the provisions of The Companies Act, 2013.

However, total managerial remuneration payable to Mr. Vijay Aggarwal by way of salary, perquisites, other allowances and Commission shall not exceed the overall limit of Rs. 12,00,000 (Rupees Twelve lakhs Only) per month.

- Contribution to provident fund, superannuation and annuity fund will not be included in the computation of the ceiling on managerial remuneration to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.
- Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/ remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the individual appointee concerned.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to regulate, decide and restructure the payment of remuneration to Mr. Vijay Aggarwal, Managing Director of the company within the overall limit of Rs. 12,00,000/- (Rupees Twelve Lakh Only) per month from time to time within the period mentioned above.

RESOLVED FURTHER THAT, where in any financial year, during the currency of tenure of Mr. Vijay Aggarwal (DIN: 00094141), Managing Director of the Company, has no profit or its profits are inadequate, it may pay him minimum remuneration by way of salary, perquisites and allowances not exceeding the limits specified above.

6. Ratification of remuneration of Cost Auditors:

To consider and if though fit, to pass, following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, the Company hereby ratifies remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable and re-imburement of out-of-pocket expenses, payable to M/s S.K. Jain & Co., Cost Accountants, who have been appointed as Cost Auditor by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ending 31st March, 2024.

By Order of the Board of Directors

Dated: 14.08.2023

Place: Baddi

Sd/-

Himanshu kalra

Company Secretary

Manager

Secretarial and Legal

NOTES :

1. Explanatory Statement as required under Section 102 of the Companies Act (Act) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. PROXY: A form of proxy is enclosed to this annual report. No instrument of proxy shall be valid unless:
 - a. it is signed by the member or by his / her attorney duly authorised in writing or, in the case of joint holders, the signature of any one holder on proxy form will be sufficient, but names of all the joint holders should be stated or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his / her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government Gazetted officers or any officer of a Nationalized Bank;
 - b. it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting i.e. by 4:00 p.m. on Wednesday, 27th September, 2023, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent;
4. Members / proxies are requested to bring duly filled attendance slips, sent herewith, to attend the Meeting and proxy holder shall prove his identity at the time of attending the meeting;
5. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company;
6. CORPORATE MEMBERS: Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., together with attested specimen signature(s) of the duly authorised representative(s), to attend the AGM on its email id: cs@gagl.net with a copy marked to mcsltbaroda@gmail.com.
7. BOOK CLOSURE: The Register of Members and Transfer Books of the Company will be closed from Saturday, September 23, 2023, to Friday, September 29, 2023 (both days inclusive) for the purpose of Dividend.
8. DIVIDEND: The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, after 29th September, 2023, to those persons or their mandates:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 22nd September, 2023 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, 22nd September, 2023 after giving effect to valid request(s) received for transmission/ transposition of shares.
9. DIVIDEND THROUGH ELECTRONIC MODE: SEBI has made it mandatory for listed companies to make all payments to investors including dividend to Members, by using any RBI approved electronic mode of payment viz. Electronic Clearing Service / Direct Credit / Real Time Gross Settlement / National Electronic Fund Transfer etc. Members are, therefore, requested to add / update their bank account details as under:
 - a) In case of holding of shares in demat form, update your bank account details with your Depository Participant(s) (DP) immediately.
 - b) In case of physical shareholding, submit bank details such as name of the bank, branch details, bank account number, MICR code, IFSC code etc to the MCS Shares Transfer Agent Limited, Registrar & Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 (SEBI Circular). This will facilitate the remittance of the dividend amount, as and when declared by the Company, in the Bank Account electronically. In case, the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant / demand draft / cheque to such members by post / speed post/registered post/ courier.
10. TDS ON DIVIDEND: Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
11. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY: In terms of Regulation 40 of LODR Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, all Members holding shares in physical form are requested to demat their shares at the earliest.
12. IEPF and Dividend paid: Under the Act, dividends that are unclaimed/ unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. An amount of `Rs. 71,662/- being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2015 was transferred in December 2022, to IEPF.

Members are requested to note that, pursuant to the provisions of section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>
13. Members holding shares in physical form, in identical order

of names, in more than one folio are requested to send to the Company or Company RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

14. DISPATCH OF ANNUAL REPORT: Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36(1)(a) of LODR Regulations, soft copy of the Annual Report and other communications shall be served to members through electronic mode to those members who have registered their e-mail address either with the MCS Shares Transfer Agent Limited (RTA) or with any Depositories. As per provisions of Section 20 of the Act read with Rules made thereunder, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his / her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. In cases, where any member has not registered his / her e-mail address with the Company or with any Depository, the service of documents, etc. will be effected by other modes of service as provided in Section 20 of the Act read with the relevant Rules thereunder. Those members, who desire to receive notice / financial statement / other documents through e-mail, are requested to communicate their e-mail ID and changes thereto, from time to time, to his / her Depository Participant (in case of Shares held in dematerialised form) / MCS Shares Transfer Agent Limited in Form ISR 1 (in case of Shares held in physical form).

Accordingly, soft copy of the Annual Report including the notice of the Fifty-Second Annual General Meeting of the Company in electronic form, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form would be sent to all members whose email IDs are registered with the MCS Shares Transfer Agent Limited/ Depository Participant(s). For Members who have not registered their e-mail addresses or have requested for a physical copy, physical copy of the Annual Report including the notice of the Fifty- Second Annual General Meeting, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form would be sent by permitted mode. Members may also note that the Notice of the Fifty Second Annual General Meeting and the Annual Report for the financial year 2022- 23 will also be available on the Company's website <https://www.himteknoforge.com> for download. Even after registering for e-communication, members are entitled to receive such communication in printed form, upon making a request for the same to the Company's email id: cs@gagl.net.

15. VOTING THROUGH ELECTRONIC MEANS I.E. E-VOTING: a. In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended and Regulation 44 of LODR Regulations read with SEBI circular dated 9th December, 2020, the Company is providing remote e-voting facility to those members whose names appear in the register of members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 22nd September, 2023 being the "cut-off date" fixed for the purpose, to exercise their right to vote at the Fifty- Second AGM by electronic means. Members may transact the business through e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only; b. The facility for voting through electronic voting system shall also be made available and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. c. The e-voting period commences on Tuesday, 26th September, 2023 (9:00 AM IST) and ends on Thursday, 28th September, 2023 (5:00 PM IST).

During the e-voting period, members of the Company, holding shares either in physical form or in dematerialised form, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 PM IST Thursday, 28th September, 2023. Once the vote on a resolution is cast by a member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast vote again. d. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting. e. A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID". The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting.

16. REMOTE E-VOTING: The manner of remote e-voting by (1) individual Members holding shares of the Company in demat mode, (2) Members (other than individuals holding shares of the Company in demat mode) and Members holding shares of the Company in physical mode, and (3) Members who have not registered their e-mail address are provided hereinbelow:

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) The voting period begins on **Tuesday, 26th September, 2023 (9:00 AM IST) and ends on Thursday, 28th September, 2023 (5:00 PM IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories

and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the Company which is **230826011** on which you choose to vote.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the

“Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@gagl.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager,

(CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

17. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, MCS Shares Transfer Agent Limited, 1st floor, Alkapuri Neelam Apartment, 88 Sampatrao Colony, Above Chhapan Bhog, Alkapuri, Vadodara -390007, Tel No.: 0265-2350490, E-mail: mcsldbaroda@gmail.com or Company’s E-mail Id: cs@gagl.net.
18. The Board of Directors of the Company has appointed Mr. Sachin Jain, Chartered Accountant as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
19. The Scrutinizer shall after the conclusion of AGM, shall unblock the votes cast through remote e-voting and poll in the presence of at least two witnesses not in the employment of the Company and shall make, not later 48 hours from the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.Himteknoforge.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing the results shall also be immediately forwarded to the BSE Limited.

By Order of the Board of Directors

Dated: 14.08.2023

Place: Baddi

Sd/-

Himanshu Kalra

Company Secretary

Manager

Secretarial and Legal

Annexure to Notice

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 4:

Mr. Rajiv Aggarwal was Re-appointed as Joint Managing Director for the term of Three years in the Board meeting held on 14th August, 2023 with effect from 14th August, 2023. For which shareholder approval is already taken vide passing of special resolution in Previous AGM held on 29.09.2023. He is a qualified Chartered Accountant and Company Secretary and having more than 37 years of experience in the industry. He is looking after finance, legal, banking, accounts, corporate strategy and other commercial matters of the Company.

The information required as per part II of schedule V of the Companies Act, 2013 is furnished hereunder:

I. Information about Mr. Rajiv Aggarwal:

1. **Background details:** Mr. Rajiv Aggarwal is a qualified Chartered Accountant and Company Secretary and having more than 42 years of experience in the industry. He is looking after finance, legal, banking, accounts and other commercial matters of the company.
2. **Past Remuneration:** Rs. 8,69,400/-per month as Joint Managing Director of the Company.
3. **Recognition or awards:** None
4. **Job profile and his suitability:** He is looking after finance, legal, banking, accounts, marketing and other commercial matters of the company and proposed remuneration is low comparing his qualification, experience, efforts and responsibility as Joint Managing Director of the Company.
5. **Remuneration proposed:**
 - A. **Salary:** Not exceeding Rs. 12, 00,000/- (Rupees Twelve Lakh only) per month including perquisites and other allowances, if any.
 - A. **Commission:** Mr. Rajiv Aggarwal shall also be entitled to commission of such amount as may be decided by the Board of Directors of the Company for each financial year expiring after the date of this revision in remuneration, provided, however, that the commission paid or payable to him in respect of each financial year shall not exceed 2.5% (two and half percent) of the net profits of the company computed as per the provisions of The Companies Act, 2013.

However, total managerial remuneration paid to Mr. Rajiv Aggarwal by way of salary, perquisites, other allowances and Commission shall not exceed the overall limit of Rs. 12,00,000 (Rupees Twelve lakhs Only) per month.

- Contribution to provident fund, superannuation and

channel for the Company which would contribute in increased revenues and higher margins.

Name of the Director	Mr. Rajiv Aggarwal
DIN	00094198
Date of Birth	23rd August, 1958
Age	65 Years
Date of Appointment/ Reappointment	11.09.2013
Last re-appointment	14.08.2023
Terms of appointment	Appointed as Joint Managing Director of the Company with effect from 14/08/2023 for a period of Three years.

annuity fund will not be included in the computation of the ceiling on managerial remuneration to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.

- Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.
- Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the individual appointee concerned.

6. Comparative remuneration profile with respect to industry size, size of company, profile of the person:

Comparative remuneration figure with respect to industry is not available. However, proposed remuneration payable to Mr. Rajiv Aggarwal is low comparing his qualification, experience, efforts and responsibility as Joint Managing Director of the Company.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel:

Mr. Rajiv Aggarwal has no pecuniary relationship directly or indirectly with the Company as managerial personnel except remuneration as Joint Managing Director drawn by him and dividend on equity shares, declared if any, by the Company for his shareholding in the Company.

II. Other information:

1. **Reasons for inadequate profits-** Competitive Prices and Increasing Import Costs have affected the profitability of the company adversely. Due to lower Competitive prices, the company has to make their margin of profit lower.
2. **Steps taken or proposed to be taken for improvement:** The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost, augmenting its branded sales and diversifying in profitable ventures. Improved productivity and cost control measures have been put in place. Various realignment initiative ensured reduced debt burden on the Company resulting in overall reduction in finance cost.
3. **Expected increase in productivity and profit in measurable terms:** The Company expects that with the improvement in customer sentiment and increased customer spending will enable the growth momentum to pick up. The management continues to be optimistic towards the external economic environment and expects customers demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth

Nature and Expertise in specific functional areas	More than 37 years of experience including 16 years as Corporate Finance, Legal, Corporate Communication, Operations, Marketing, Corporate Strategy Development, General Management and 21 years in Auto Industry.
Details of last remuneration	8,69,400/-
Details of sought to be paid	Salary not Exceeding Rupees 12.00 lacs per month w.e.f 14.08.2023
Areas of Specialization	Corporate Finance, Legal, Corporate Communication, Operations, Marketing, Corporate Strategy Development, General Management
Qualifications	Chartered Accountant and Company Secretary
No. of Shares Held in the Company	9,90,306
List of Directorship held in other Companies	NA
Chairman/member of the Committee of the Board	1. Member- Audit Committee 2. Member- Stakeholders' Relationship Committee 3. Chairman- Share Transfer Committee 4. Member- Stakeholder's Grievance Committee 5. Chairman- CSR committee
Chairman/member of the Committee of the Board of Directors of other Companies	1. Member- Audit Committee- Baddi Infrastructure Limited
Relation with Key Managerial Personnel and Directors	Mr. Rajiv Aggarwal is Brother of Mr. Vijay Aggarwal, Managing Director of Company.

II. Disclosures:

No Director, Key Managerial Personnel or their relatives, except Mr. Rajiv Aggarwal, Joint Managing Director for drawing his remuneration and Mr. Vijay Aggarwal, Managing Director being a relative of Mr. Rajiv Aggarwal are directly or indirectly concerned or interested in the above resolution except to the extent of their shareholding (including his relatives), if any, in the Company.

The Board of Directors recommends the resolution for the approval of the members.

ITEM NO. 5:

Mr. Vijay Aggarwal was Re-appointed for term of Three years in the Board Meeting held on 28th January, 2023 with effect from 31st January, 2023. For which shareholder approval is already taken vide passing of special resolution in Previous AGM held on 29.09.2023. He is a B.E. (Mechanical Engineering), having 48 years of rich experience in Auto Components & Engineering Goods. He looks after the operational matters of the Company.

The information required as per part II of schedule V of the Companies Act, 2013 is furnished hereunder:

1. Information about Mr. Vijay Aggarwal,

1. **Background details:** Mr. Vijay Aggarwal is a B.E. (Mechanical Engineering) and having more than 48 years of experience in industry. He is looking after operational, administration, technical, commercial matters of the company.

2. **Past Remuneration:** Rs. Salary: Rs. 7,30,250/- (Rupees Seven Lakh Thirty Thousand Two Hundred Fifty only) per month.

3. **Recognition or awards:** None

4. **Job profile and his suitability:** He is looking after the operational and commercial matters of the Company. He has rich experience in Auto Components and Engineering Goods Industry. The proposed remuneration is low considering his qualification, experiences and responsibility as Managing Director of the Company.

5. Remuneration proposed:

A. Salary: Not exceeding Rs. 12,00,000/- (Rupees Twelve Lakhs only) per month including perquisites and other allowances, if any.

B. Commission: Mr. Vijay Aggarwal shall also be entitled to commission of such amount as may be decided by the Board of Directors of the Company for each financial year expiring after the date of this revision in remuneration, provided, however, that the commission paid or payable to him in respect of each financial year shall not exceed 2.5% (two and half percent) of the net profits of the company computed as per the provisions of

The Companies Act, 2013.

However, total managerial remuneration payable to Mr. Vijay Aggarwal by way of salary, perquisites, other allowances and Commission shall not exceed the overall limit of Rs. 12,00,000 (Rupees Twelve lakhs Only) per month.

- Contribution to provident fund, superannuation and annuity fund will not be included in the computation of the ceiling on managerial remuneration to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.
- Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the individual appointee concerned.

6. Comparative remuneration profile with respect to industry size, size of company, profile of the person:

Comparative remuneration figure with respect to industry is not available. However, proposed remuneration payable to Mr. Vijay Aggarwal is low comparing his qualification, experience, efforts and responsibility as Managing Director of the Company.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel:

Mr. Vijay Aggarwal has no pecuniary relationship directly or indirectly with the Company as managerial personnel except remuneration as Managing Director drawn by him and dividend on equity shares, declared if any, by the Company for his shareholding in the Company.

II. Other information:

- Reasons for inadequate profits-** Competitive Prices and Increasing Import Costs have affected the profitability of the company adversely. Due to lower Competitive prices, the company has to make their margin of profit lower.
- Steps taken or proposed to be taken for improvement:** The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost, augmenting its branded sales and diversifying in profitable ventures. Improved productivity and cost control measures have been put in place. Various realignment initiative ensured reduced
- debt burden on the Company resulting in overall reduction in finance cost.

Expected increase in productivity and profit in measurable terms: The Company expects that with the improvement in customer sentiment and increased customer spending will enable the growth momentum to pick up. The management continues to be optimistic towards the external economic environment and expects customers demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

Name of the Director	Mr. Vijay Aggarwal
DIN	00094198
Date of Birth	11th October, 1949
Age	73 Years
Terms of appointment	Appointed as Managing Director of the Company with effect from 31.01.2023 for a period of Three years.
Nature and Expertise in specific functional areas	48 Years of rich experience in Auto Component & Engineering Goods
Details of last remuneration	7,30,250/-
Details of sought to be paid	Salary not Exceeding Rupees 12.00 lacs per month w.e.f 01.04.2023
Areas of Specialization	Technology, Operations, Marketing, Corporate Strategy Development, General Management
Qualifications	B.E. (Mechanical Engineering)
No. of Shares Held in the Company	844908
List of Directorship held in other listed Companies	NA
Chairman/member of the Committee of the Board	1. Member- CSR committee
Chairman/member of the Committee of the Board of	NA
Relation with Key Managerial Personnel and Directors	Mr. Vijay Aggarwal is Brother of Mr. Rajiv Aggarwal, Joint Managing Director of Company.

II. Disclosures:

No Director, Key Managerial Personnel or their relatives, except Mr. Vijay Aggarwal, Managing Director for drawing his remuneration and Mr. Rajiv Aggarwal, Joint Managing Director being a relative of Mr. Vijay Aggarwal are directly or indirectly concerned or interested in the above resolution except to the extent of their shareholding (including his relatives), if any, in the Company

The Board of Directors recommends the resolution for the approval of the members as Special Resolution.

ITEM NO. 6:

The Board at its meeting held on 13th February, 2023, on the recommendations of the Audit Committee has appointed M/s S.K. Jain & Co., Cost Accountants as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024 on a remuneration of Rs. 30,000/- (Rupees Thirty thousand only) plus taxes as applicable as recommended by the Audit Committee. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

The Board recommends the aforesaid resolution for approval of the shareholders as Ordinary resolution.

By Order of the Board of Directors

Dated: 14.08.2023

Place: Baddi

Sd/-

Himanshu Kalra
Company Secretary
Manager
Secretarial and Legal