



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: 06.09.2021

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

Dear Sir/Madam,

Subject: Notice of 50th 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 50th Annual General Meeting of Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears Limited) to be held on Tuesday, 28th September, 2021 at 11.30 a.m. through video conferencing (VC) and other audio visual means (OAVM).

Kindly acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,
For Him Teknoforge Limited

Abhishek Misra
Company Secretary
Manager Secretarial and Legal



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NOTICE

Notice is hereby given that the 50th Annual General Meeting of the members of Him Teknoforge Limited (Formerly Known As Gujarat Automotive Gears Limited) will be held on Tuesday, the 28th day of September, 2021 at 11:30 A.M. through Video Conference ("VC")/Other Audio Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 and report of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2021.
3. To appoint Mr. Vijay Aggarwal (DIN 00094141), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration of Cost Auditors:

To consider and if thought 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-imbursment 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, 2022.

5. To consider and approve Remuneration of Mr. Vijay Aggarwal, Managing Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of 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, Audit Committee and as proposed by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to fix the remuneration of Mr. Vijay Aggarwal, Managing Director of the Company w.e.f 31.01.2021 till 30.01.2023 i.e till the expiry of tenure of his appointment, on the terms and conditions as mentioned below:

A. Salary: Mr. Vijay Aggarwal be paid salary of Rs. 3, 30,000/- per month w.e.f 01.04.2021.

Mr. Vijay Aggarwal be paid overall remuneration of Rs. 5,85,000/- per month (including perquisites and allowances) for the period 28/01/2021 to 30/01/2021 and thereafter revised overall remuneration of Rs. 6,35,000/- per month (including perquisites and allowances) w.e.f. 01/04/2021 to 30/01/2023.

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.

C. Perquisites:

1. House Rent Allowance/Rent Free Accommodation : Mr. Vijay Aggarwal shall be entitled to House Rent Allowance or Rent Free Allowance, subject to ceiling of Rs. 3,00,000/- (Rupees Three Lacs Only) per month.
2. Gas, electricity, water and furnishing - Reimbursement of expense incurred for gas, electricity, water and furnishing.
3. Medical Reimbursement: Reimbursement of expenses incurred for the medical treatment for himself and his family.
4. Club Fees: Fee of club subject to a maximum of two clubs, including admission and life membership fees.

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5. Personal Accident Insurance Premium: Not exceeding Rs. 4,000/- p.a.
6. 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.
7. 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.
8. Conveyance Allowance: Rs. 5,000/- per month.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Vijay Aggrwal, remuneration and perquisites not exceeding Rs. 10,00,000/- per month during period of his tenure as Managing Director, subject to approval at the ensuing annual general meeting of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Rajiv Aggarwal, Joint Managing Director and/or Mr. Abhishek Misra, Company Secretary, Manager Secretarial and Legal of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

6. **Appointment of Mr. Kuldip Narain Gupta (DIN: 02315331) as an Independent Director:**

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kuldip Narain Gupta (DIN: 02315331) who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from December 26, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of independent director, be and is hereby re-appointed as an Independent Director of the company to hold office for second term of five consecutive years i.e from 28th September, 2021 to 27th September, 2026.


7. **Appointment of Mrs. Kiran Raghuvinder Singh (DIN: 09008800) as an Independent Director:**

To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Kiran Raghuvinder Singh (DIN: 09008800) who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from December 26, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of independent director, be and is hereby re-appointed as an Independent Director of the company to hold office for second term of five consecutive years i.e from 28th September, 2021 to 27th September, 2026.

Dated: 13.08.2021
Place: Baddi

By Order of the Board of Directors


Abhishek Misra
Company Secretary
Manager
Secretarial and Legal

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NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect Items No. 4 to 7 is annexed hereto and forms part of this notice.
2. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and recent MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 for further extending the period of holding AGM through VC. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and recent MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 for further extending the period of holding AGM through VC, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. As per the provisions under the MCA Circulars, Members attending the 50th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In life with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and recent MCA General Circular No. 2/2021 dated January 13, 2021, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.gagl.net The Notice can also be accessed from the websites of the Stock websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
8. The register of Members and share transfer book will remain closed from 21st September, 2021 to 28th September, 2021 [both days inclusive].
9. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the Registered Office address.

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Phone : +91-172-4183065, 2790439, Fax : +91-172-2651550
E-mail : teknoforge@himgroup.net Website : www.himteknoforge.com / www.gagl.net



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10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@gagl.net.

11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company on cs@gagl.net.

12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 50th AGM being held through VC.

13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

14. Electronic copy of the Annual Report and Notice of the 50th Annual General Meeting of the Company along with instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. Since the AGM will be held through VC/OAVM Facility, the Route Map of the AGM venue, proxy form and attendance slip is not annexed in this Notice.

15. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 20th September, 2021 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

16. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and recent MCA General Circular No. 2/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 for further extending the period of holding AGM through VC.

17. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

The instructions for members for voting electronically are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right



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to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services Limited (CDSL).

The e-voting facilities will be provided in the following manners:-

- (i) The voting period begins on From 9.00 a.m. (IST) on 25th September, 2021 and end of e-voting: Up to 5.00 p.m. (IST) on 27th September, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2021 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.
- (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.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration

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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 or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. 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 demat mode with NSDL	<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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 022-23058738 and 22-23058542-43.

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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

(v) Login method for e-Voting and joining virtual meetings 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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of <Him Teknoforge Limited> to vote.
- (x) 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.

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- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.

(XVI) 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 cs@gagl.net
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cs@gagl.net). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.



HIM TEKNOFORGE LTD.

(formerly known as Gujarat Automotive Gears Limited)



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19. In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29th April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/ document by companies to their members through electronic mode. Therefore as was done last year, the Company proposes to send documents required to be sent to the members like Notices of General Meetings (including AGM), Audited Financial Statements, Report of the Directors, and Independent Auditor's Report etc to the members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website www.gagl.net for download by the Members. The physical copies of the annual report will be made available upon receipt of a requisition from the members, any time as a member of the Company.

20. In line with the MCA Circulars, the notice of the 50th AGM along with the Annual Report 2020-2021 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2020-2021 will also be available on the Company's website at <https://www.gagl.net>.

21. 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: mcsitdbaroda@gmail.com or Company's E-mail Id: cs@gagl.net.

20. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 20th September, 2021 only shall be entitled to avail the facility of e-voting.

21. The e-voting facility will be available during the following period: Commencement of e-voting: From 9.00 a.m. (IST) on 25th September, 2021 end of e-voting: Up to 5.00 p.m. (IST) on 27th September, 2021.

22. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by (CDSL) upon expiry of aforesaid period.

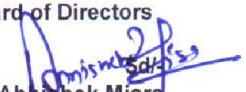
23. The Scrutinizer shall after the conclusion of AGM, shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total 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.

24. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.gagl.net 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.

Dated: 13.08.2021
Place: Baddi

By Order of the Board of Directors


Abhishek Misra
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



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Annexure to Notice:**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM 4:**

The Board at its meeting held on 11th June, 2021, 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, 2022 on a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable and out of pocket expenses, 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 members.

ITEM NO. 5:

Mr. Vijay Aggarwal on the recommendation of Nomination & Remuneration Committee was appointed as Managing Director for a period of five years w.e.f. 31st January, 2018 at the annual general meeting of the Company held on 29.09.2018. As per Schedule V of the Companies Act, 2013, the remuneration has to be fixed for three years. The term of Mr. Vijay Aggarwal, Managing Director of the Company is of five years and remuneration is to be fixed only for three years so the Board of Directors recommended and proposes to fix remuneration from 28.01.2021 till 30.01.2023 i.e till the expiry of tenure of his appointment subject to approval by the members in the ensuing Annual General Meeting.

He is a B.E. (Mechanical Engineering), having 42 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:

I. Information about Mr. Vijay Aggarwal, Appointee:

1. Background details: Mr. Vijay Aggarwal is a B.E. (Mechanical Engineering) and having more than 42 years of experience in industry. He is looking after operational matters of the company.

2. Past Remuneration:

a. Salary: Rs. 2, 80,000/- (Rupees Two Lakh Eighty Thousand only) per month.

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.

c. Perquisites:

1. House Rent Allowance/Rent Free Accommodation : Mr. Vijay Aggarwal shall be entitled to House Rent Allowance or Rent Free Allowance, subject to ceiling of Rs. 3,00,000/- (Rupees Three Lacs Only) per month.

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

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

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

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

6. 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.

7. Telephone: The Company shall provide telephone at residence for official-cum personal use. However,

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the valuation of personal use of telephone shall be treated as perquisite.

8. Conveyance Allowance: Rs. 5,000/- per month.

In addition to the remuneration and perquisites to be paid as aforesaid, the company shall also make contributions to provident fund, superannuation fund or annuity fund to the extent these, either singly or put together, are not taxable under Income Tax Rules, 1961. The company will also provide for gratuity not exceeding half a month's salary for each completed year of service. In addition, Mr. Vijay Aggarwal shall be entitled for encashment of unavailed leave at the end of tenure. Total remuneration shall not exceed Rs. 10,00,000/- (Rupees ten lacs 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, experience and responsibility as Managing Director of the Company.

5. Remuneration proposed:

a. **Salary:** Mr. Vijay Aggarwal be paid salary of Rs. 3,30,000/- per month w.e.f 01.04.2021..

Mr. Vijay Aggarwal be paid overall remuneration of Rs. 5,85,000/- per month (including perquisites and allowances) for the period 28/01/2021 to 31/03/2021 and thereafter revised overall remuneration of Rs. 6,35,000/- per month (including perquisites and allowances) w.e.f. 01/04/2021 to 30/01/2023.

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.

c. **Perquisites:**

1. House Rent Allowance/Rent Free Accommodation : Mr. Vijay Aggarwal shall be entitled to House Rent Allowance or Rent Free Allowance, subject to ceiling of Rs. 3,00,000/- (Rupees Three Lacs Only) per month.

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

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

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

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

6. 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.

7. 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.

8. Conveyance Allowance: Rs. 5,000/- per month.

In addition to the remuneration and perquisites to be paid as aforesaid, the company shall also make contributions to provident fund, superannuation fund or annuity fund to the extent these, either singly or put together, are not taxable under Income Tax Rules, 1961. The company will also provide for gratuity not exceeding half a month's salary for each completed year of service. In addition, Mr. Vijay Aggarwal shall be entitled for encashment of unavailed leave at the end of tenure. Total remuneration shall not exceed Rs. 10,00,000/- (Rupees ten lacs only) per month.

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:**

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1. Reasons for loss or 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 channel for the Company which would contribute in increased revenues and higher margins.

III. Disclosures: Other disclosures have been mentioned in the Board of Directors' report under the heading "Corporate Governance" attached to the annual report.

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

No Director, Key Managerial Personnel or their relatives, except Mr. Rajiv Aggarwal for drawing his remuneration except to the extent of their shareholding (including his relatives), if any, in the Company

ITEM 6 & 7: Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Kuldip Narain Gupta (DIN: 02315331) and Mrs. Kiran Raghuvinder Singh (DIN: 09008800) as Additional Non Executive Independent Directors, not liable to retire by rotation, with effect from 26th December, 2020 till ensuing annual general meeting of the Company.

Pursuant to the provisions of Section 161(1) of the Act, each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors. The Company has received declarations from Mr. Kuldip Narain Gupta and Mrs. Kiran Raghuvinder Singh to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of the Independent Directors to be appointed is given below:

A. Mr. Kuldip Narain Gupta (DIN: 02315331):

Name of the Director: Mr. Kuldip Narain Gupta

Date of Birth: 20th March 1951

Nationality: Indian

Date of Appointment on Board: 26th December, 2020

Qualifications: Diploma (Inst Technology), B.Sc. (Engineering) ,MBA.

Number of shares held in Company: NIL

List of Directorship and Committee membership

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in Listed Companies other than Him Teknoforge Limited : NIL
(Formerly known as Gujarat Automotive Gears Limited)

B. Mrs. Kiran Raghuvinder Singh (DIN: 09008800):

Name of the Director: Mrs. Kiran Raghuvinder Singh

Date of Birth: 07th April, 1954

Nationality: Indian

Date of Appointment on Board: 26th December, 2020

Qualifications: MA CAIIB

Number of shares held in Company NIL

List of Directorship and Committee membership in

Listed Companies other than Him Teknoforge Limited : NIL

(Formerly known as Gujarat Automotive Gears Limited)

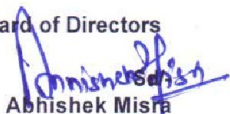
The Board recommends the Resolutions at Item Nos. 6 and 7 of this Notice for approval of the Members by passing special resolutions pursuant to Section 149 of the Companies Act, 2013, as both directors are proposed to be appointed for second term. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 6 and 7 of the Notice. Mr. Kuldip Narain Gupta (DIN: 02315331) and Mrs. Kiran Raghuvinder Singh (DIN: 09008800), who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing their candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Directors of the Company.

Disclosures: Other disclosures have been mentioned in the Board of Directors' report under the heading "Corporate Governance" attached to the annual report. The Board of Directors recommends the resolution for the approval of the members. No Director, Key Managerial Personnel or their relatives, 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.

Dated: 13.08.2021

Place: Baddi

By Order of the Board of Directors


Abhishek Mishra
Company Secretary
Manager
Secretarial and Legal