

NOTICE

Notice is hereby given that the Fifty-Fourth Annual General Meeting of the members of Him Teknoforge Limited will be held on Wednesday, the 27th day of August, 2025 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:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 and report of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2025.
3. To appoint Mr. Vijay Aggarwal (DIN 00094141), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. VIJAY AGGARWAL (DIN: 00094141) AS MANAGING DIRECTOR OF THE COMPANY AND TO APPROVE OVERALL REMUNERATION:

To consider and if though fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the applicable provisions of the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the consent of the members be and is hereby accorded to the re-appointment of Mr. Vijay Aggarwal (DIN: 00094141) as Managing Director of the Company for a period of three years with effect from 31st January 2026, and the payment of such remuneration as may be determined by the Board or any of its committee from time to time, within the maximum limits of remuneration for Managing Director approved by the members of the company on the terms and conditions as mentioned below:

[i] **Salary: Not exceeding** Rs. 15,00,000 (Rupees Fifteen 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. 15,00,000 (Rupees Fifteen 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. 15,00,000/- (Rupees Fifteen 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.

5. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RAJIV AGGARWAL (DIN: 00094198) AS JOINT MANAGING DIRECTOR OF THE COMPANY AND TO APPROVE OVERALL REMUNERATION:

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 Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the applicable provisions of the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the consent of the members be and is hereby accorded to the re-appointment of Mr. Rajiv Aggarwal (DIN: 00094198) as joint Managing Director of the Company for a period of three years with effect from 14th August 2026 and the payment of such remuneration as may be determined by the Board or any of its committee from time to time, within the maximum limits of remuneration for Managing Director approved by the members of the company on the terms and conditions as mentioned below:

[i] **Salary: Not exceeding** Rs. 15,00,000 (Rupees Fifteen 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. 15,00,000 (Fifteen 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 as Joint Managing Director of the company within the overall limit of Rs. 15,00,000/- (Rupees Fifteen 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) as Joint 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. TO CONSIDER AND APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. KULDIP NARAIN GUPTA (DIN: 02315331) AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Kuldip Narain Gupta (DIN: 02315331) as an Independent Director of the Company, who shall attain the age of 75 years in the month of March 2026, till the expiry of his existing term i.e., up to 27th September 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

7. APPROVAL FOR PAYMENT OF REMUNERATION TO ADITYA AGGARWAL A RELATED PARTY HOLDING PLACE OF PROFIT IN THE COMPANY

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any,

of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment of monthly remuneration to Mr. Adity Aggarwal, a relative of Mr. Rajiv Aggarwal, Joint Managing Director and part of promoter group, who is holding an office or place of profit in the Company as Vice President – Finance and Strategy, in the salary range of ₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) to ₹4,00,000/- (Rupees Four Lakh only) per month, with effect from 01st July, 2025.

RESOLVED FURTHER THAT the exact remuneration, within the aforesaid approved range, shall be decided and may be revised from time to time by the Board of Directors of the Company or any committee thereof, as it may deem fit, subject to the overall approved limits.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including execution of any agreement, document, or filing with any statutory or regulatory authorities."

8. APPROVAL FOR PAYMENT OF REMUNERATION TO MANAN AGGARWAL A RELATED PARTY HOLDING PLACE OF PROFIT IN THE COMPANY

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment of monthly remuneration to Mr. Manan Aggarwal, a relative of Mr. Vijay Aggarwal, Managing Director and part of promoter group, who is holding an office or place of profit in the Company as Vice President – Marketing, in the salary range of ₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) to ₹4,00,000/- (Rupees Four Lakh only) per month, with effect from 01st July, 2025.

RESOLVED FURTHER THAT the exact remuneration, within the aforesaid approved range, shall be decided and may be revised from time to time by the Board of Directors of the Company or any committee thereof, as it may deem fit, subject to the overall approved limits.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including execution of any agreement, document, or filing with any statutory or regulatory authorities."

9. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GLOBE PRECISION INDUSTRIES PVT. LTD.:

To consider and if thought fit, to pass, the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and applicable provisions of the Companies Act, 2013 and Rules thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company's 'Policy on Materiality of and on dealing with Related Party Transactions' and pursuant to approval and recommendation of the Audit Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to material related party transaction(s) to be entered into by the Company with Globe Precision Industries Pvt. Ltd., being a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the LODR Regulations, during the financial year 2025-26, for Sale/Purchase of material, Fixed Assets, Job work charges paid/received etc. time to time, for an aggregate amount of **up to Rs. 13,000 Lakhs**, in the ordinary course of business of the Company and on an arm's length basis, and on such terms and conditions as set out in the explanatory statement to this Resolution, notwithstanding the fact that such contracts/arrangements/ transactions, whether individually and/ or in the aggregate, may exceed 10% of the annual consolidated turnover (i.e. Rs. 40297.79 Lakhs) of the Company as per the last audited financial statements of the Company or Rupees one thousand Crore, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time."

RESOLVED FURTHER THAT in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, the approval granted herein shall remain valid until the date of the next Annual General Meeting of the Company or for a period not exceeding fifteen months from the date of this Annual General Meeting, whichever is earlier.

"RESOLVED FURTHER THAT the Board of the Directors of the Company (including any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) or any Key Managerial Personnel of the Company, be and is hereby authorized to sign, execute, alter and/ or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion to give effect to this Resolution and for resolving all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

10. APPROVAL UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 TO BORROW MONIES IN EXCESS OF PAID-UP CAPITAL AND FREE RESERVES:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions,

if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 300 crores/- (Rupees Three Hundred Crore Only) over and above the aggregate, of the paid-up share capital and securities premium and free reserves of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

11. APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Memorandum and Articles of Association of the Company, and in supersession of all earlier resolutions passed in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company, to mortgage, pledge, charge, hypothecate and/or create security interest of any kind or nature on all or any part of the movable and/or immovable properties and assets of the Company, wherever situated, both present and future, including where such properties and assets constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board may think fit, in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, and other bodies corporate (hereinafter collectively referred to as the "Lending Agencies"), and trustees for the holders of debentures/bonds and/or other instruments which may be issued by the Company on a private placement basis or otherwise, to secure the due repayment of loans, debentures, bonds or other borrowings availed or to be availed by the Company or by any third party, together with interest, premium on

prepayment or redemption, costs, charges, expenses and all other monies payable in connection therewith, for an aggregate outstanding amount not exceeding Rs. 300 crore (Rupees Three Hundred Crore only)."

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board, to sell, transfer and/or dispose of, from time to time, any of the movable and/or immovable properties, assets or undertakings of the Company, whether constituting whole or substantially the whole of the undertaking of the Company or otherwise, in such manner, for such consideration and on such terms and conditions as the Board may deem fit and appropriate in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute with the Lending Agencies and/or trustees, such agreements, deeds, documents and writings as may be necessary for creating the aforesaid security interests, and to accept any modifications therein, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

12. TO APPOINT M/S RUCHITA PATEL & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), as amended and other applicable laws, if any, and the relevant circulars issued by SEBI (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors of the Company, M/s Ruchita Patel & Associates, (PR No.6588/2025), Practicing Company Secretaries be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the aforesaid period, at such fees, plus applicable taxes and other out-of-pocket expenses as stated in the statement annexed herewith.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (which expression shall include or deemed to include any committee of the Board thereof constituted or to be constituted) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution.

RESOLVED FURTHER THAT any Key Managerial Personnel of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

13. 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 remuneration of Rs. 35,000 (Rupees Thirty-Five Thousand Only) per annum and reimbursement of out-of-pocket expenses, which may be incurred, if any, by M/s S.K. Jain & Co., Cost Accountants in Practice, who has been appointed by the Board of Directors on the recommendation of Audit Committee, as the Cost Auditor of the Company for the financial year 2025-26, be and is hereby ratified.

By Order of the Board of Directors

Sd/-

Himanshu Kalra

Company Secretary & Compliance officer

Dated: 26.07.2025

Place: Chandigarh

Manager

Secretarial and Legal

M.No A62696

NOTES:

1. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
2. 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-Fourth 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-Fourth 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-Fourth Annual General Meeting and the Annual Report for the financial year 2024-25 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.

3. This Annual General meeting Notice along with Annual report will also be available on the Company's website at www.Himteknoforge.com, website of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com respectively, and on the website of CDSL at <https://www.evotingindia.com/>.

4. 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.
5. PROXY: A form of proxy is enclosed to this Notice. 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 Sunday 24th August, 2025, 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;
6. 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;
7. BOOK CLOSURE: The Register of Members and Transfer Books of the Company will be closed from **Thursday, August 21 2025, to Wednesday, August 27, 2025** (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 27th August, 2025, to those persons or their mandates:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, 20th August, 2025 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 Wednesday, 20th August, 2025 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:
- In case of holding of shares in demat form, update your bank account details with your Depository Participant(s) (DP) immediately.
 - 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.
10. **TDSON 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. 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;
13. **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 mcslttdbaroda@gmail.com
14. 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.
15. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.
- Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
16. **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 Wednesday, 20th August, 2025 being the "cut-off date" fixed for the purpose, to exercise their right to vote at General Meeting 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;
- The e-voting period commences on **Sunday, 24th August, 2025 (9:00 AM IST) and ends on Tuesday, 26th August, 2025 (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 Tuesday, 26th August, 2025**. 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.
 - 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.
17. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Notice will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
18. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is M/s MCS share transfer Agent Limited. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:
- M/s. MCS share transfer Agent Limited**
At 1st Floor, Neelam Apartment, 88,

Sampatrao Colony, Above Chappanbhog Sweet,
Alkapuri, Vadodara, Gujarat, 390007

Tel: 0265 - 2314757/2350490

Telefax: 0265 - 2341639

Email: mcslttdbaroda@gmail.com / mcsstaahmd@gmail.com

19. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
20. The Scrutinizer shall, after the conclusion of the electronic voting during the AGM, assess the votes cast during the meeting through physical ballot paper, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Meeting.
21. The Board of Directors has appointed Shri Sachin Jain, a Practicing Chartered Accountant (Membership No.:535354), as Scrutinizer, to scrutinize the Remote e-voting process and ballot voting during the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
22. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company (www.HimTeknoforge.com) and will also be submitted to BSE Limited within the prescribed time. Further, the resolution(s), if passed by requisite majority, shall be deemed to be passed on the date of AGM.
23. 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.

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>

24. **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 **Sunday, 24th August, 2025 (9:00 AM IST) and ends on Tuesday, 26th August, 2025 (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 **20th August, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.
- (iii) 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.
- (iv) 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	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 demat mode with NSDL Depository	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 'Shareholder/ Member' 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
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 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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) 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. 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.
 - (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.
- (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 "**Him Teknoforge Limited**" which is **250729010** 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

(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; Scrutinizer Email and/ or Cs@gagl.net (designated email address by company) , 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** i.e. Cs@gagl.net / mcslttdbaroda@gmail.com
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 21 09911

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 21 09911

By Order of the Board of Directors

Sd/-
Himanshu Kalra
Company Secretary & Compliance officer

Dated: 26.07.2025
Place: Chandigarh

Manager
Secretarial and Legal
M.No:-A62696

Annexure to Notice

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

ITEM NO. 3 & 4:

Mr. Vijay Aggarwal was Re-appointed for term of three years in the fifty first Annual General Meeting Held on 29th September 2022 with effect from 31st January, 2023. His term of office is expiring on 30th January, 2026 and Board of Directors on Recommendation of Nomination and Remuneration Committee, subject to the approval of the shareholders in the General Meeting, has re-appointed him as Managing Director with effect from 31st January, 2026 for term of Three years as per resolution passed at the meeting of the Board of Directors of the Company held on 26th Day of July, 2025.

Mr. Vijay Aggarwal is founding director of the Company he has started the Company and has played a pivotal role in steering the Company's strategic direction, business growth, and operational excellence. Under his leadership, the Company has achieved significant milestones in terms of revenue growth, profitability, market expansion, and stakeholder value creation.

Mr. Vijay Aggarwal continues to demonstrate exceptional leadership capabilities, vision, and commitment. His deep understanding of the industry, sharp business acumen, and long-standing relationships with key stakeholders continue to be of immense value to the Company.

The Board of Directors believes that Mr. Vijay Aggarwal continued association as Managing Director is in the best interest of the Company and its stakeholders. His experience and guidance are vital for the Company's future strategic initiatives and ongoing projects.

He is a B.E. (Mechanical Engineering), having approx 50 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,

- Background details:** Mr. Vijay Aggarwal is a B.E. (Mechanical Engineering) and having more than 50 years of experience in industry. He is looking after the operational, administration, technical, commercial matters of the company.
- Past Remuneration:** Rs. Salary: Rs. 10,60,323/- (Rupees Ten Lakh sixty thousand three hundred twenty three only) per month.
- Recognition or awards:** None
- 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.
- Remuneration proposed:**

A. Salary: Not exceeding Rs. 15,00,000/- (Rupees Fifteen 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. 15,00,000 (Rupees Fifteen 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.
- 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. Details of Director seeking re-appointment pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 (SS-2):

Name of the Director	Mr. Vijay Aggarwal
DIN	00094141
Date of Birth	11 th October, 1949
Age	75 Years
Date of Appointment/ Reappointment	31.01.2023 (reappointment)
Terms of appointment	Re-Appointed as Managing Director of the Company with effect from 31.01.2026 for a period of Three years.
Nature and Expertise in specific functional areas	50 Years of rich experience in Auto Component & Engineering Goods
Details of last remuneration	10,60,323/-
Details of sought to be paid	Salary not Exceeding Rupees 15.00 lacs per month w.e.f 31.01.2026
Areas of Specialization	Technology, Operations, Marketing, Corporate Strategy Development, General Management
Qualifications	B.E. (Mechanical Engineering)
No. of Shares Held in the Company	8,44,908
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 Directors of other Companies	NA
Relation with Key Managerial Personnel and Directors	Mr. Vijay Aggarwal is Brother of Mr. Rajiv Aggarwal, Joint Managing Director of Company.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Vijay Aggarwal is available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting.

IV. 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. 5:

Mr. Rajiv Aggarwal was Re-appointed for three years in the Fifty First Annual General Meeting Held on 29th day of September 2022 with effect from 14th August, 2023. His term of office is expiring on 13th August, 2026 and Board of Directors on Recommendation of Nomination and Remuneration Committee, subject to the approval of the shareholders in the General Meeting, has re-appointed him as Joint Managing Director with effect from 14th August, 2026 for the Term of Three years as per resolution passed at the meeting of the Board of Directors of the Company held on 26th Day of July 2025..

Mr. Rajiv Aggarwal is associated with the Company from last 33 years and he is part of promoter group of the company he has played a pivotal role in steering the Company's strategic direction, business growth, and operational excellence. Under his leadership, the Company has achieved significant milestones in terms of revenue growth, profitability, market expansion, and stakeholder value creation.

Mr. Rajiv Aggarwal continues to demonstrate exceptional

leadership capabilities, vision, and commitment. His deep understanding of the industry, sharp business acumen, and long-standing relationships with key stakeholders continue to be of immense value to the Company.

The Board of Directors believes that Mr. Rajiv Aggarwal continued association as Joint Managing Director is in the best interest of the Company and its stakeholders. His experience and guidance are vital for the Company's future strategic initiatives and ongoing projects.

He is a qualified Chartered Accountant and Company Secretary and having more than 46 years of experience in the industry. He is looking after finance, legal, banking, accounts, corporate strategy and other commercial matters of the Company.

Looking to the responsibilities on shouldered by Mr. Rajiv Aggarwal, nomination and remuneration committee of the Company has recommended to take approval of members to increase his overall remuneration a maximum of Rs. 15,00,000 per month from 14.08.2026 for a period of three years.

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

I. Information about Mr. Rajiv Aggarwal:

- Background details:** Mr. Rajiv Aggarwal is a qualified Chartered Accountant and Company Secretary and having more than 46 years of experience in the industry. He is looking after finance, legal, banking, accounts and other commercial matters of the company.
- Past Remuneration:** Rs. 10,51,974/- per month as Joint Managing Director of the Company.
- Recognition or awards:** None
- 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. 15, 00,000/- (Rupees Fifteen Lakh only) per month including perquisites and other allowances, if any.
- B. **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. 15,00,000 (Rupees Fifteen 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. 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:

- 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.
- 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. Details of Director seeking re-appointment pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 (SS-2):

Name of the Director	Mr. Rajiv Aggarwal
DIN	00094198
Date of Birth	23/08/1958
Age	66 Years
Date of Appointment/ Reappointment	14.08.2023 (reappointment)
Terms of appointment	Re-Appointed as Joint Managing Director of the Company with effect from 14/08/2026 for a period of Three years.
Nature and Expertise in specific functional areas	More than 46 years of experience including 13 years in chartered accountant practice and 33 years in Corporate Finance, Legal, Corporate Communication, Operations, Marketing, Corporate Strategy Development, General Management in Auto Industry.
Details of last remuneration	10,51,974/-
Details of sought to be paid	Salary not Exceeding Rupees 15.00 lacs per month w.e.f 14.08.2026
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	- Member- Audit Committee - Member- Stakeholders' Relationship Committee - Chairman- Share Transfer Committee - Member- Stakeholder's Grievance Committee - 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.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Rajiv Aggarwal is available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting.

IV. 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 as special resolution.

ITEM NO. 6:

Mr. Kuldip Narain Gupta (DIN:02315331) was appointed as an Independent Director of the Company for a term of five (5) consecutive years, commencing from 28th of September 2021, and his present term is due to expire on 27th September 2026.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, no listed entity shall continue the directorship of a non-executive director who has attained the age of seventy-five (75) years, unless a special resolution is passed by the shareholders to that effect, and the explanatory statement to the notice includes the justification for such continuation.

Mr. Kuldip Narain Gupta shall attain the age of 75 years in March 2026, prior to the expiry of his current term. The Board of Directors, at its meeting held on 26th Day Of July, 2025, on the recommendation of the Nomination and Remuneration Committee, has considered and recommended the continuation of Mr. Kuldip Narain Gupta directorship up to the completion of his existing term ending on 27th September 2026, in recognition of his extensive experience and valuable contributions.

Mr. Kuldip Narain Gupta holds a Diploma (Institute of Technology) from Indo-Swiss Training Centre, Chandigarh, a B.Sc. in Engineering, and an MBA from Camden University, USA. He possesses over 43 years of rich and diverse experience in the automotive and engineering industries, having held leadership and senior management positions in reputed organizations such as Eicher, Minda Industries, and Lumax Industries.

Throughout his tenure as an Independent Director, Mr. Kuldip Narain Gupta has provided valuable guidance, independent

oversight, and strategic input in various matters related to the Company's business and governance. He continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI LODR Regulations.

Accordingly, in compliance with Regulation 17(1A) of SEBI LODR, the Board recommends the continuation of Mr. Kuldip Narain Gupta as an Independent Director beyond the age of 75 years, up to the expiry of his current term, i.e., 27th September 2026.

Except Mr. Kuldip Narain Gupta, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO. 7:

Mr. Aditya Aggarwal, who is a relative of Mr. Rajiv Aggarwal, Joint Managing Director of the company, has been appointed in the Company as Vice President – Finance and Strategy with effect from January 2023. At the time of his appointment, his remuneration was below the threshold limit of ₹2,50,000 per month as prescribed under Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188(1)(f) of the Companies Act, 2013. Accordingly, no prior shareholder approval was required at that time.

Based on his contribution and increasing responsibilities, the Board of Directors of the Company, upon recommendation of the Audit Committee, has proposed to revise his monthly remuneration to fall within the salary bracket of ₹2,50,000 to ₹4,00,000, with effect from 01.07.2025. The actual remuneration within this range shall be fixed and may be revised from time to time by the Board of Directors or its committee.

As the revised remuneration may exceed the threshold limit prescribed under the Companies Act, 2013, approval of the shareholders is being sought by way of a ordinary resolution.

While the transaction may not meet the definition of "material related party transaction" under Regulation 23 of SEBI (LODR) Regulations, 2015, the Company proposes this resolution in the interest of good governance and transparency.

Relevant details as required under Companies Act and SEBI LODR are as follows:

Disclosures as required:

Particulars	Details
Name of Related Party	Mr. Aditya Aggarwal
Relationship	Son of Mr. Rajiv Aggarwal, Joint Managing Director of company
Designation	Vice President – Finance and Strategy
Nature of Transaction	Payment of remuneration for holding place of profit
Original Appointment	January, 2023
Present Remuneration	Less than ₹2.5 lakh per month
Proposed Salary Range	₹2,50,000 to ₹4,00,000 per month
Period	With effect from 01 st July 2025 until further revision
Justification	Based on performance, experience and strategic responsibilities
Recommended by	Nomination and Remuneration Committee, Audit Committee and Board of Directors

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Rajiv Aggarwal, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for approval of the members as an **ordinary Resolution**.

ITEM NO. 08:

Mr. Manan Aggarwal, who is a relative of Mr. Vijay Aggarwal, Managing Director of the company, has been appointed in the Company as Vice President – Marketing with effect from April 2016. At the time of his appointment, his remuneration was below the threshold limit of ₹2,50,000 per month as prescribed under Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188(1)(f) of the Companies Act, 2013. Accordingly, no prior shareholder approval was required at that time.

Based on his contribution and increasing responsibilities, the Board of Directors of the Company, upon recommendation of the Audit Committee, has proposed to revise his monthly remuneration to fall within the salary bracket of ₹2,50,000 to ₹4,00,000, with effect from 01.07.2025. The actual remuneration within this range shall be fixed and may be revised from time to time by the Board of Directors or its committee.

As the revised remuneration may exceed the threshold limit prescribed under the Companies Act, 2013, approval of the shareholders is being sought by way of a Ordinary resolution.

While the transaction may not meet the definition of “material related party transaction” under Regulation 23 of SEBI (LODR) Regulations, 2015, the Company proposes this resolution in the interest of good governance and transparency.

Relevant details as required under Companies Act and SEBI LODR are as follows:

Disclosures as required:

Particulars	Details
Name of Related Party	Mr. Manan Aggarwal
Relationship	Son of Mr. Vijay Aggarwal, Managing Director of company
Designation	Vice President – Marketing
Nature of Transaction	Payment of remuneration for holding place of profit
Original Appointment	April, 2016
Present Remuneration	Less than ₹2.5 lakh per month
Proposed Salary Range	₹2,50,000 to ₹4,00,000 per month
Period	With effect from 01 st July 2025 until further revision
Justification	Based on performance, experience and strategic responsibilities
Recommended by	Nomination and Remuneration Committee, Audit Committee and Board of Directors

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Rajiv Aggarwal and Mr. Vijay Aggarwal, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for approval of the members as an **ordinary Resolution**

ITEM NO. 09:

The provisions of related party and related party transaction as envisaged under Regulations 2(1)(zb), 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 effective 1st April, 2022 As per the Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) 2015 (LODR Regulations), Related Party means and includes related parties as defined under the Companies Act, 2013 (the Act) and

applicable Accounting Standards and, inter alia, includes an entity forming part of the promoter or promoter group of a company.

Regulation 23(1) of LODR Regulations, as amended, specifies that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Accordingly, the limit of material related party transactions for the Company, based on the consolidated audited financial statement of the Company as on 31st March, 2025, is Rs. 40.29 crore ("Materiality Threshold").

Regulation 23(4) of LODR Regulations provides for obtaining prior approval of the Members of the Company for all related party transactions which exceeds Materiality Threshold and subsequent material modifications thereof.

Regulation 23(2) provides that the prior approval of the Audit Committee is required for all Related Party Transactions where a listed entity is a party. However, as per Regulation 23(3) of SEBI LODR and Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014 (Companies Act Rule), for transaction which are repetitive in nature, Audit Committee may grant omnibus approval for such Related Party Transactions.

Accordingly, Audit Committee of the Company considers and grants omnibus approval to the Related Party Transactions which are repetitive in nature in accordance with Regulation 23(3) of LODR Regulations and Companies Act Rules. The transactions entered into pursuant to the omnibus approval are placed before the Audit Committee on quarterly basis for review. In line with the same, the Audit Committee, at its meeting held on 12.02.2025, has granted omnibus approval for transactions which are proposed to be entered into during FY 2025-26 with the Related Parties.

The detail of related party for which material approval is required is listed below:

S.no	Particular	Details
1.	Name of the related party and its relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	Name of Related Party – Globe precision Industries Pvt. Ltd. Relationship – Director of Related party is Relative of Sh. Vijay Aggarwal & Sh. Rajiv Aggarwal, Directors of the company
2.	Type, tenure, material terms and particulars	Sale/Purchase of material, Fixed Assets, Job work charges paid/received etc. F.Y. 2025-26
3.	Value of the transaction	Upto Rs. 13,000.00 lakhs
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The estimated transaction value for Sale/Purchase of material, Fixed Assets, Job work charges paid/received and allied transactions for FY 2025-26 represents 32.26% of annual consolidated turnover of the Company for FY2024-25 and 34.81% of annual consolidated turnover of the Company for FY2023-24
5.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	The RPT can create synergies, enhance operational efficiencies, reduce costs, ultimately supporting the listed entity's long-term goals, and better capacity utilization.
7.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	No valuation or other external party report relied upon by the Company in relation to the transactions
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Validity of Shareholders' Approval:

As per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, the shareholders' approval obtained in an Annual General Meeting (AGM) shall be valid till the date of the next AGM or for a period not exceeding fifteen months from the date of this AGM, whichever is earlier.

No Director, Key Managerial Personnel or their relatives, except Mr. Rajiv Aggarwal, Joint Managing Director and Mr. Vijay Aggarwal, Managing Director being relative of Mr. Vinod Aggarwal, Director of Globe Precision Industries Pvt. Ltd. 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 recommends the resolution for approval of the members as an **Ordinary Resolution**

ITEM NO. 10:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company shall not borrow money, where the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of its paid-up share capital, free reserves and securities premium, without the consent of the members of the Company by way of a special resolution.

Considering the Company's current and future fund requirements for capital expenditure, expansion plans, working capital requirements, refinancing of existing borrowings, and other general corporate purposes, the Board considers it necessary to enhance the borrowing powers of the Company.

Accordingly, the approval of the shareholders is sought to authorise the Board to borrow funds (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) up to an aggregate limit of Rs. 300 Crores (Rupees Three Hundred Crores only), over and above the aggregate of the paid-up share capital, free reserves, and securities premium of the Company.

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

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 11:

The Board of Directors of the Company proposes to obtain approval of the members pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, which mandates that the Board of Directors shall not, without the consent of the shareholders by way of a special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company.

The Company, being a manufacturing company, may from time to time be required to create charges, mortgages, pledges, or other security interests over its movable and/or immovable assets and properties, both present and future, in favour of financial institutions, banks, or other lending agencies, as security for borrowings availed or to be availed by the Company or any third party, including group companies or subsidiaries, up to a limit of Rs. 300 crores.

Additionally, in line with its business needs and operational requirements, the Company may also need flexibility to sell, transfer or otherwise dispose of certain assets, properties or undertakings, whether or not constituting the whole or substantially the whole of the undertaking of the Company, for business restructuring, asset monetization, operational efficiency or other strategic purposes, in such manner and on such terms and conditions as may be deemed appropriate by the Board.

Approval of shareholders is therefore being sought to enable the Board of Directors to undertake such transactions, as and when required, in compliance with Section 180(1)(a) of the Companies Act, 2013.

As per Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no company shall dispose of or sell any undertaking or substantially the whole of the undertaking without the prior approval of the shareholders by way of a special resolution. The proposed resolution is accordingly in compliance with the said Regulation.

The Board recommends the resolution for approval of the shareholders as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 12:

Pursuant to the amended Regulation 24A of the SEBI Listing Regulations, 2015, every Listed Company based on the recommendation of the Board of Directors shall appoint or re-appoint, with the approval of its shareholders in its Annual General Meeting:

- i). An individual as Secretarial Auditor for not more than one term of five consecutive years or;
- ii). Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Accordingly, the Board of Directors at its meeting held on 26th July, 2025, recommended the appointment of M/s Ruchita Patel & Associates, (PR No. 6588/2025), Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the period commencing from FY 2025-26 till FY 2029-2030, for approval of shareholders at its ensuing Annual General Meeting. M/s Ruchita Patel & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. M/s Ruchita Patel & Associates have further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, 2015, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

M/s Ruchita Patel & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. M/s Ruchita Patel & Associates have further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, 2015, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

Particulars	Details
Proposed audit fee payable to auditors	The fees proposed for the secretarial audit is Rs. 1,50,000/- per annum (excluding applicable taxes) (inclusive of Corporate Governance Certificate, Annual Secretarial Compliance Report and Certification for non-disqualification of directors, share capital Audit Report) for the first Two years of engagement and thereafter, be subject to revision not exceeding 15% on mutually agreeable terms by the Board and Secretarial Auditor for the remainder period of Three years. The said fees shall exclude statutory certification fees, reimbursements and other outlays. The fees proposed are based on knowledge, expertise, industry experience, time and efforts required to conduct the secretarial audit effectively.
Terms of appointment	The Secretarial Auditor would be appointed for period of five consecutive years commencing from FY 2025-26 till FY 2029-30.
Material changes in fee payable and rationale thereof	Based on knowledge, expertise, industry experience, time and efforts required to conduct the secretarial audit and consequently with the applicability of enhanced regulations, the scope of work and responsibilities assigned to the Secretarial Auditor (proposed for appointment) have increased. Accordingly, the fees payable to proposed secretarial auditor has been increased viz-a-viz outgoing secretarial auditor. The audit fees paid to outgoing auditor for FY2025 was Rs. 90,000/-.
Basis of recommendation and auditor credentials	While recommending M/s Ruchita Patel & Associates for appointment, the Board evaluated its clientele, technical expertise, team size and eligibility criteria prescribed under SEBI Listing Regulations 2015. Profile: M/s. Ruchita Patel & Associates is Peer reviewed PCS Firm providing specialised services in the corporate & allied laws.

The Board recommends the resolution for approval of the shareholders as a **ordinary resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 13:

The Board at its meeting held on 12th February, 2025, 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, 2026 on a remuneration of Rs. 35,000/- (Rupees Thirty-Five 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**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors
Sd/-
Himanshu Kalra
Company Secretary & Compliance Officer
Manager
Secretarial and Legal
M.No:A62696

Dated: 26.07.2025
Place: Chandigarh

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS PER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Mr. Vijay Aggarwal
DIN	00094141
Date of Birth	11 th October, 1949
Age	75 Years
Date of Appointment/ Reappointment	31.01.2023 (reappointment)
Terms of appointment	Re-Appointed as Managing Director of the Company with effect from 31.01.2026 for a period of Three years.
Nature and Expertise in specific functional areas	50 Years of rich experience in Auto Component & Engineering Goods
Details of last remuneration	10,60,323/-
Details of sought to be paid	Salary not Exceeding Rupees 15.00 lacs per month w.e.f 31.01.2026
Areas of Specialization	Technology, Operations, Marketing, Corporate Strategy Development, General Management
Qualifications	B.E. (Mechanical Engineering)
No. of Shares Held in the Company	8,44,908
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 Directors of other Companies	NA
Relation with Key Managerial Personnel and Directors	Mr. Vijay Aggarwal is Brother of Mr. Rajiv Aggarwal, Joint Managing Director of Company.
Justification for appointment	Excellent in Administration, Customer Relations, Corporate Communication, Operations, Marketing, Corporate Strategy Development, General Management.
Skills and capabilities required from irector as per matrix of skills / capabilities / Competencies of Director by the Board	Strategy and planning, Policy Development, Financing, Government Relations (policy & process), Marketing & Communications
Performance evaluation Summary	Director has obtained 'Excellent' ratings from independent directors and his performance is evaluated on the basis of his engagement into Strategy and planning & business experience and his reappointment will be helpful for making proper business management of the Company.

Name of the Director	Mr. Rajiv Aggarwal
DIN	00094198
Date of Birth	23/08/1958
Age	66 Years
Date of Appointment/ Reappointment	14.08.2023 (reappointment)
Terms of appointment	Re-Appointed as Joint Managing Director of the Company with effect from 14/08/2026 for a period of Three years.
Nature and Expertise in specific functional areas	More than 46 years of experience including 13 years in Chartered accountant practice and 33 years in Corporate Finance, Legal, Corporate Communication, Operations, Marketing, Corporate Strategy Development, General Management in Auto Industry.
Details of last remuneration	10,51,974/-
Details of sought to be paid	Salary not Exceeding Rupees 15.00 lacs per month w.e.f 14.08.2026
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.
Justification for appointment	Excellent in Administration, Corporate Finance, Legal, Corporate Communication, Operations, Marketing, Corporate Strategy Development, General Management
Skills and capabilities required from Director as per matrix of skills / capabilities / Competencies of Director by the Board	Strategy and planning, Policy Development, Financing, Government Relations (policy & process), Marketing & Communications
Performance evaluation Summary	Director has obtained 'Excellent' ratings from independent directors and his performance is evaluated on the basis of his engagement into Strategy and planning & business experience and his reappointment will be helpful for making proper business management of the Company.