



HIM TEKNOFORGE LIMITED

CIN: L29130HP1971PLC000904

Regd. Office: Village Billanwali, Baddi, Himanchal Pradesh- 174205
Corp. Office : FF, SCO-19, Sector-7C, Madhya Marg, Chandigarh-160019
Phone No.: +91(1795) 246351 Fax No.: +91-1795-245467
Website: www.himteknoforge.com Email: cs@gagl.net

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out in this notice are proposed to be passed by the Members of Him Teknoforge Limited ('the Company') by means of Postal Ballot, only by remote e-voting process ('remote e-voting' or 'e-voting').

The proposed resolutions along with the Explanatory Statement pursuant to Section 102(1), 110 and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through

electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent ('RTA')/Depository Participant(s). The communication of assent or dissent of the Members would take place only through the remote e-voting system and the hard copy of Postal Ballot Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s MCS share transfer Agent Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

Shareholders/Members are requested to carefully read the instructions and procedures indicated in this Notice to cast their vote electronically. Postal ballot e-Voting Period is as follows:

Start Date and Time	12th of July 2023
Close date and Time	10th of August 2023

Members whose names appear on the register of members / List of Beneficial owners as on the cut-off date i.e., **Friday, July 07, 2023** will only be considered eligible for the purpose of e-voting.



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The Board of Directors of the Company has appointed Mr. Sachin Jain (Membership no. 535354), Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot, through e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by him. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website www.Himteknoforge.com, and on CDSL website www.evotingindia.com on or before **Saturday, 12th August, 2023**. Further, the same shall be submitted to the stock exchanges on which the shares of the Company are listed i.e. BSE Limited at www.bseindia.com. The results shall also be displayed for at least three days on the Notice board of the company at its Registered office and its Head Office/Corporate Office.

The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., **Thursday, August 10th, 2023**.

SPECIAL BUSINESS:

1. Appointment of Mr. Sanjeev Kumar Shrivastava as Nominee Director:

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

“**RESOLVED THAT** pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder read with Applicable provisions of Sebi LODR 2015 and Articles of Association of the Company including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Sanjeev Kumar Shrivastava (DIN: 10132026), who was appointed as an Nominee Director (Additional Director) of the company by the CVCFL on May 11, 2023 and who holds office subject to confirmation in this Postal Ballot, be and is hereby

appointed as a Nominee Director of the Company and is not liable to retire by rotation.”

2. Appointment of Mrs. Indu Gupta as Nominee Director:

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

“**RESOLVED THAT** pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder read with Applicable provisions of Sebi LODR 2015 and Articles of Association of the Company including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mrs. Indu Gupta (DIN: 00049536), who was appointed as an Nominee Director (Additional Director) of the company by IFCI VCF on May 29th, 2023, and who holds office subject to confirmation in this Postal ballot, be and is hereby, appointed as a Nominee Director of the Company and is not liable to retire by rotation.”

3. 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



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meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the LODR Regulations, during the financial year 2023-24, for Sale/Purchase of material, Fixed Assets, Job work charges paid/received etc. time to time, for an aggregate amount of upto 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. 4100.27 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 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."

By Order of the Board of Directors

For Him Teknoforge Limited

SD/-

Himanshu Kalra

Company Secretary & Compliance Officer

Membership No. A62696

Date: 07.07.2023

Place: Chandigarh

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of the business as set out in the Notice is annexed hereto.

2. In compliance with MCA circulars, the Company will send Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Depository Participants (DPs)/ M/s MCS share transfer Agent Limited (Company's Registrar and Share Transfer Agents or RTA) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 07th July 2023 (Cut-off Date). A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

3. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website www.Himteknoforge.com and on CDSL E-Voting Website that is evotingindia.com on or before Saturday, 12th August 2023. Further, the same shall be submitted to the stock exchanges on which the shares of the Company are listed i.e. BSE Limited at www.bseindia.com. The results shall also be displayed for at least three days on the Notice board of the company at its Registered office and its Head Office/ Corporate Office.

4. In accordance with the MCA circulars, the Company has made arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same with the Depository Participants (DPs), if the shares are held in electronic form.



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5. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules and in compliance with Regulation 44 of the Listing Regulations as amended from time to time, the Company has arranged to provide remote e-voting facility to all the members of the Company. The Company has appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for providing e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

6. The e-voting facility will be available only during the e-voting period which will commence on **Wednesday, July 12, 2023 (09:00 A.M. IST) and ends on Thursday, August 10, 2023 (05:00 P.M. IST)**. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

7. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.

8. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date i.e., **Friday, July 07th, 2023**.

9. The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., **Thursday, August 10th, 2023**.

10. 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 Postal Ballot 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.

11. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to jainsachinscrutinizer@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

12. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. i.e. Thursday, August 10th, 2023. Any member seeking to inspect can send an e-mail to the Company at cs@gagl.net with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.

13. 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: mcsltdbaroda@gmail.com/ mcsstaahmd@gmail.com



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14. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Help section of in case of any grievances connected with facility for voting by electronic means, please contact .

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

(i) The voting period begins on **12th July 2023 at 09:00 AM and ends on 10th August, 2023 at 05:00PM**. 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 07th July, 2023 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 INTRUCTIONS 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:



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Type of shareholders	Login Method	
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>	<p>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.</p>
		<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>



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- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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

(ii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the **EVS**N for the Company which is **230706007** on which you choose to vote.

(vii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES or NO" for voting. Select the option YES or NO as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



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(ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the

system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@gagl.net (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/mcsstaahmd@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 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33



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ANNEXURE TO NOTICE

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

ITEM 1 & 2

The Board of Directors in the board meeting dated 30.05.2023 took note of appointed Mr. Sanjeev Kumar Shrivastava (DIN: 10132026) w.e.f. from 11.05.2023 and Mrs. Indu Gupta (DIN: 00956209) W.e.f. 29.05.2023 as Additional Non-Executive Nominee Directors, not liable to retire by rotation. Pursuant to the provisions of Section 161(1) and 161(3) of the Companies Act 2013.

Pursuant to Provisions of Regulation 17 1 (C) of Sebi LODR 2015,

“The listed entity shall ensure that approval of shareholders for appointment [or re-appointment] of a person on the Board of Directors [or as a manager] is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.”

As stated above Each of these Directors shall hold office up to next general meeting or three months from date of their appointment whichever is earlier and are eligible to be appointed as Directors.

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

A. Mr. Sanjeev Kumar Shrivastava (DIN: 10132026)

Nature and Expertise in specific functional area	Shri Sanjeev Kumar Shrivastava had joined Canara Bank on 15/03/1999 as Probationary Officer. During his 24 Years of long banking career, he has worked in various capacities. He has headed all types of Branches for continuous period of 6 years & he was the Head of RO, Durgapur, one of the top performing ROs of Bank. He has rich experience in all Segments of Banking including Branch Business, Corporate Credit, Retail Credit, Inspection and Audit, etc. Before deputation to Canbank Venture Capital Fund Ltd., he was heading Durgapur Regional Office. His present designation is DGM at Canara Bank and working on deputation as Managing Director to Canbank Venture Capital Fund Ltd.
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Name Of Director	Sh. Sanjeev Kumar Shrivastava (DIN: 10132026)
Date of Birth/Age	25.12.1973 (50)
Nationality	INDIAN
Date Of Appointment On board	11.05.2023
Qualification	BSc Mathematics Honours and CAIIB

Number of shares held in company	NIL
List of Directorship and Committee membership in Listed Companies other than [Him teknoforge Limited]	Managing Director- CANBANK VENTURE CAPITAL FUND LIMITED



HIM TEKNOFORGE LIMITED

CIN: L29130HP1971PLC000904

Regd. Office: Village Billanwali, Baddi, Himanchal Pradesh- 174205

Corp. Office : FF, SCO-19, Sector-7C, Madhya Marg, Chandigarh-160019

Phone No.: +91(1795) 246351

Fax No.: +91-1795-245467

Website: www.himteknoforge.com

Email: cs@gagl.net

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Relation
Remuneration and Salary	No remuneration or salary will be paid to Mr. Sanjeev Kumar Shrivastava Except the seating fees for every Board meeting attended by him.

Number of shares held in company	NIL
List of Directorship and Committee membership in Listed Companies other than [Him teknoforge Limited]	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Relation
Remuneration and Salary	No remuneration or salary will be paid to Mrs. Indu Gupta Except the seating fees for every Board meeting attended by her.

B. Mrs. Indu Gupta (DIN: 00956209)

Name Of Director	Smt. Indu Gupta (DIN: 00956209)
Date of Birth/Age	04.05.1970 (53)
Nationality	INDIAN
Date Of Appointment On board	11.05.2023
Nature and Expertise in specific functional area	Smt. Indu Gupta is working As Chief Financial officer of IFCI Venture Capital Funds Limited. Her role at IFCI VCF Limited includes developing and implementing the financial business strategies as a member of the senior leadership team. Responsible for overseeing all fiscal and fiduciary responsibilities for the organization, in conjunction with the management. She is also responsible for treasury management, Taxation of AIF, compliances, budgeting etc. She is involved in advising and managing AIF funds.

ITEM No. 3

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



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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, 2023, is Rs. 41.27 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 13.02.2023, has granted omnibus approval for transactions which are proposed to be entered into during FY 2023-24 with the Related Parties.

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

Details of the Related party Transaction for the F.Y. 2023-2024:

Name of the related parties	Relationship	Nature of the transaction	Maximum amount of transactions (net of taxes & duties) (Rs. In Lakhs)
Globe Precision Industries Pvt. Ltd.	Relative of Sh. Vijay Aggarwal & Sh. Rajiv Aggarwal, Directors is a Director	Sale/Purchase of material, Fixed Assets, Job work charges paid/received etc.	13,000.00

No Director, Key Managerial Personnel or their relatives, except Mr. Rajiv Aggarwal, Joint Managing Director and Mr. Vijay Aggarwal, Managing Director being a 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.

By order of the Board
For **Him Teknoforge Limited**
Sd/-

Himanshu Kalra
Company Secretary & Compliance Officer

Membership No.: A62696

Date: 07.07.2023

Place: Chandigarh