



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

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of Him Teknoforge Limited ("Company") that an Extra-Ordinary General Meeting of the Company will be held on **Wednesday, August 28, 2024 at 11.00 A.M.** at the registered office of the Company situated at Village Billanwali, Baddi, District Solan, Himachal Pradesh-173205 to transact the following special businesses:

SPECIAL BUSINESSES:

1. Adoption of Memorandum of Association of the Company as per the provisions of Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 of the Companies Act, 2013 ("Act") read with applicable rules thereunder and other applicable provisions, if any, of the Act (including any statutory modifications or amendment thereto or re-enactment thereof, for the time being in force) approval of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association ("MOA") of the Company with a new set of MOA in accordance with Table A in Schedule I of the Act with no change in existing 'Clause III (A)' containing the Main Objects sub-clause no. 1 to 3.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Act, Clause III (A) and III (B) of the existing MOA be renamed and read as under:

Clause III (A) - THE MAIN OBJECTS TO BE PURSUED ON INCORPORATION OF THE COMPANY

Clause III (B) - MATTERS WHICH ARE NECESSARY

FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE

RESOLVED FURTHER THAT Clause III (C) be deleted entirely and all sub-clauses appearing in the existing Clause III (C) be inserted as sub-clauses 39 to 47 under Clause III (B) of the altered MOA.

RESOLVED FURTHER THAT Clause IV be amended and read as under:

Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the word "Companies Act, 1956" be substituted with the word "Companies Act, 2013" wherever appears in the existing MOA of the Company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such actions and steps for the purpose of making all such filings as may be required in relation to the aforesaid adoption of Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

2. Adoption of new set of Articles of Association of the Company as per the provisions of Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 of the Companies Act, 2013 ("Act") read with applicable rules thereunder and other applicable provisions, if any, of the Act (including any statutory modifications or amendment thereto or re-enactment thereof, for the time being in force) approval of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association in accordance with Table F in Schedule I of the Act and in place of existing Articles of



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RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such actions and steps for the purpose of making all such filings as may be required in relation to the aforesaid adoption of Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

3. Issuance of Fully Convertible Warrants on a Preferential Basis to the Proposed Allottees:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 as amended, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (**“the Act”**), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI Listing Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI SAST Regulations”**) as amended from time to time, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and/ or any other competent authorities (hereinafter collectively referred to

as **“Applicable Regulatory Authorities”**) to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited (**“Stock Exchange”**), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot from time to time in one or more tranches, upto 16,39,200 (Sixteen Lakhs Thirty Nine Thousand and Two Hundred Only) convertible equity warrants (hereinafter referred to as **“Warrants”**), at a price of Rs. 175/- (Rupees One Hundred Seventy Five Only) per warrant (hereinafter referred to as **“Warrants Issue Price”**), aggregating upto Rs. 28,68,60,000/- (Rupees Twenty Eight Crores Sixty Eight Lakhs and Sixty Thousand only), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value Rs. 2/- (Rupees Two only), each at a premium of Rs. 173/- per share for each warrant which may be exercised in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (**“Warrant Holder”/ “Proposed Allottees”**) belonging to promoters/promoter group of the Company and non-promoters on a preferential basis (**“Preferential Issue”**), for consideration payable in cash through electronic means/ banking channels and



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in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of convertible warrants proposed to be issued and allotted	Total Amount (in Rs.)**
1	Asha Aggarwal	Promoter Group	325,000	5,68,75,000
2.	Nitin Aggarwal	Promoter Group	25,000	43,75,000
3.	Ankur Aggarwal	Promoter Group	25,000	43,75,000
4.	Manan Aggarwal	Promoter Group	25,000	43,75,000
5.	Mrinal Aggarwal	Promoter Group	25,000	43,75,000
6.	Urmil Aggarwal	Promoter Group	3,00,000	5,25,00,000
7.	Anju Aggarwal	Promoter Group	6,50,000	11,37,50,000
8.	Aditya Aggarwal	Promoter Group	25,000	43,75,000
9.	Sanmati Advisors	Non-Promoter	1,19,200	2,08,60,000
10.	Sara Singal	Non-Promoter	40,000	70,00,000
11.	Prem Kumar	Non-Promoter	20,000	35,00,000
12.	Udit Mittal	Non-Promoter	30,000	52,50,000
13.	Kanav Mittal	Non-Promoter	30,000	52,50,000
TOTAL			16,39,200	28,68,60,000

*Refer point V of the Explanatory Statement under Item No. 3 for the basis on which price has been arrived.

** Twenty-Five percent of the total consideration amount shall be paid by the allottees on or before the allotment of warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the “**Relevant Date**” for the purpose of calculating the floor price for the preferential issue of warrants of the

Company pursuant to the exercise of conversion of the Warrants be and is hereby fixed as **Monday, July 29, 2024** being the working day preceding the date that is 30 (thirty) days prior date of Extra-Ordinary General Meeting in which special resolution is proposed to be passed by shareholders i.e. August 28, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of the equity shares issued on conversion of said warrants and shall be subject to the Memorandum of



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Association and Articles of Association of the company and shall rank pari passu in all respects including dividend with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the said warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of Warrants shall be subject to the following terms and conditions:

- a) The tenure of the Warrants in accordance with the regulation 162 of ICDR Regulations shall not be exceeding Eighteen months from the date of allotment;
- b) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder at any time before the expiry of Eighteen months from the date of allotment of the Warrants;
- c) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid-up

Equity Shares of the Company, against each such Warrants held by the Warrant Holder;

- d) The Warrant Holder shall be entitled to exercise its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holder;
- e) The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company;
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- g) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder;
- h) Upon exercise of the option by Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the



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designated demat account of the Warrant Holder;

- i) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchange i.e. BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- j) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder thereof any rights with respect to that of an Equity shareholder of the Company;
- k) Each warrant shall be converted into one equity share of the Company having face value of Rs. 2/- each upon exercise of the option by Warrant Holder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder and equity shares to be issued upon conversion of warrants in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe warrants and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board or the Company Secretary of the Company be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to stock exchange i.e. BSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holder, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further



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consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company ("Committee"), any director(s) and / or Company Secretary and / or any person associated with the Company.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

4. Issuance of Equity Shares on a Preferential Basis to the Proposed Allottees:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 as amended, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ("the Act"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") as amended from

time to time, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and/ or any other competent authorities (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited ("**Stock Exchange**"), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, upto 8,25,800 (Eight Lakhs Twenty Five Thousand and Eight Hundred only) fully paid-up equity shares of face value of Rs. 2/- (Rupees Two only) at a price of Rs.175/- (Rupees One Hundred and Seventy Five Only) each at a premium of Rs. 173/- per share aggregating upto Rs. 14,45,15,000 /- (Rupees Fourteen Crores Forty Five Lakhs Fifteen Thousand Only), to persons / entity enlisted below ("Proposed Allottees") who belongs to the non-promoter category on a preferential basis ("**Preferential Issue**"), for consideration payable in cash through electronic means/ banking channels and in such manner and upon such terms and conditions



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as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of Proposed Allottees	Category of the Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration Amount (in Rs.)
1.	Harish Kumar Agarwal	Non-Promoter	2,30,000	4,02,50,000
2.	Rajeev Gupta	Non-Promoter	30,000	52,50,000
3.	M/s North West Metals	Non-Promoter	85,000	1,48,75,000
4.	Aashish Agarwal	Non-Promoter	1,14,000	1,99,50,000
5.	Aayushi Agarwal	Non-Promoter	28,500	49,87,500
6.	Krish Automotive Sales and Services Private Limited	Non-Promoter	50,000	87,50,000
7.	Ashish Chugh HUF	Non-Promoter	30,000	52,50,000
8.	Talib Zafar	Non-Promoter	14,300	25,02,500
9.	Rakesh Kumar Bansal	Non-Promoter	11,000	19,25,000
10.	Shazia Shujaul	Non-Promoter	11,000	19,25,000
11.	Dhruv Goel	Non-Promoter	30,000	52,50,000
12.	Rajanidevi S Jain	Non-Promoter	14,500	25,37,500
13.	Abhishek Chhajed Jain	Non-Promoter	14,500	25,37,500
14.	Ashika Global Finance Private Limited	Non-Promoter	30,000	52,50,000
15.	Guttikonda Vara Lakshmi	Non-Promoter	30,000	52,50,000
16.	Meenakshi Agarwal	Non-Promoter	14,500	25,37,500
17.	Mittul Navin Kalawadia	Non-Promoter	14,500	25,37,500
18.	Devansh Ventures LLP	Non-Promoter	14,500	25,37,500
19.	Dimple Pritesh Vora	Non-Promoter	8,500	14,87,500
20.	Ashish Jain HUF	Non-Promoter	5,500	9,62,500
21.	Arneisha Advisory LLP	Non-Promoter	11,000	19,25,000
22.	Kunal Mahendra Bhakta	Non-Promoter	14,500	25,37,500
23.	Anmol Sekhri Consultants Private Limited	Non-Promoter	20,000	35,00,000
Total			8,25,800	14,45,15,000



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RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the “**Relevant Date**” for the purpose of calculating the floor price for the preferential issue of Equity Shares of the Company be and is hereby fixed as **Monday, July 29, 2024** being the working day preceding the date that is 30 (thirty) days prior date of Extra-Ordinary General Meeting in which special resolution is proposed to be passed by shareholders i.e. August 28, 2024.

RESOLVED FURTHER THAT the shares being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions:

- a) The Allotment of Equity Shares shall only be made in dematerialized form;
- b) Each of the Proposed Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof;
- c) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank accounts of the Proposed Allottees;
- d) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove;
- e) The Equity Shares allotted to the Proposed Allottees shall rank pari-passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- f) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations;
- g) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period

of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

- h) The Equity Shares so offered, issued and allotted will be listed on the BSE and, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- i) Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe Equity Shares and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue/ private placement shall be kept by the Company in a separate bank account.



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RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant

or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

5. Approval for Material Related Party Transaction(s) with Globe Precision Industries Pvt. Ltd.:

To consider and if thought fit, to pass, with or without modification(s), 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 2024-25, 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



HIM TEKNOFORGE LIMITED

CIN: L29130HP1971PLC000904

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Phone No.: +91(1795) 246351 **Fax No.:** +91-1795-245467
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(i.e. Rs. 37592.12 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
Him Teknoforge Limited

Date: 05.08.2024
Place: Chandigarh

Sd/-
Rajiv Aggarwal
Joint Managing Director
DIN: 00094198



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NOTES:

1. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
2. In compliance with the MCA and SEBI Circulars, this Extra-Ordinary General Meeting Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, August 2, 2024** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
3. This Extra-Ordinary General meeting Notice 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. Valuation report of registered valuer as mentioned in this notice is available on Website of the company at www.himteknoforge.com in investor section of website.
5. 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.
6. 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 Monday, 26th August, 2024, 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;
7. 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;
8. Every member entitled to vote at the Extra-ordinary 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 Extra-ordinary 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;
9. CORPORATE MEMBERS: Institutional / Corporate Members (i.e. other than individuals / HUF, NRI,



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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 EGM on its email id: cs@gagl.net with a copy marked to mcsltdbaroda@gmail.com

10. 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.
11. 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).

12. 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, 21st August, 2024 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;

- b. The e-voting period commences on **Sunday, 25th August, 2024 (9:00 AM IST) and ends on Tuesday, 27th August, 2024 (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, 27th August, 2024**. 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.
 - c. 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.
13. 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.
 14. 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



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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 Appartment, 88,

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

Tel: 0265 - 2314757/2350490

Telefax: 0265 - 2341639

**Email: mcsltdbaroda@gmail.com /
mcsstaahmd@gmail.com**

15. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EGM 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.
16. The Scrutinizer shall, after the conclusion of the electronic voting during the EGM, 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.
17. 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.
18. 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 EGM.

19. **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 **25th August, 2024 at 09:00 AM and ends on 27th August, 2024 at 05:00 PM** 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 **21st August, 2024** 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.



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(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	<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>



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Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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](#)



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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 toll free no.: 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



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also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the Company "Him Teknoforge Limited" which is 240801011 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.
- (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; Scrutinizer Email:- jainsachinscrutinizer@gmail.com 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.



HIM TEKNOFORGE LIMITED

CIN: L29130HP1971PLC000904

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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 / mcsltbaroda@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



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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1,2,3,4 and 5 of the accompanying Notice dated 05th August, 2024.

ITEM NO. 1 AND 2:

The Companies Act, 2013 ("the Act") is now largely in force and most of the sections have been notified. The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company are based on the erstwhile Companies Act, 1956 and not only do several clauses of the existing MOA and AOA contains references to the specific sections of the Companies Act, 1956, but also some clauses are no longer in conformity with the Act.

In this regard, the shareholders are requested to consider and approve the adoption of new set of MOA and AOA in line with the requirements of the said Act in order to ensure compliance to the fullest extent.

The new set of MOA of the Company may be adopted in the manner and to the extent as hereunder:

- i. In accordance with Table A of Schedule I of the Act, Clause III. A. and III. B. of the existing MOA be renamed and read as under:
Clause III. A. - "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"
Clause III. B. - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III. A. ARE:"
- ii. Clause III. C. be deleted entirely and all sub-clauses 1 to 24 appearing in the existing Clause III. C. be inserted as sub-clauses 8 to 31 under Clause III. A of the altered MOA.
- iii. Clause IV. - The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.
- iv. the new set of MOA of the Company, be and are hereby approved and adopted as the new set of MOA of the Company; and

Further, in order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board of Directors of the Company has proposed to adopt a new set of MOA and AOA as required under the Act, at its meeting held on July 31, 2024.

As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended and restated MOA & AOA of the Company.

Accordingly, the Board recommends the Resolutions at Item No. 1 and 2 of the accompanying notice for the approval of the members by way of Special Resolution.

A copy of the proposed new set of the Memorandum of Association and Articles of Association of the Company would be available for inspection at the registered office of the Company on all working days during the office hours up to the date of the Extra-Ordinary General Meeting ("EGM") and on the Company's website for electronic



HIM TEKNOFORGE LIMITED

CIN: L29130HP1971PLC000904

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inspection up to the date of the EGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution as set out at Item No. 1 and 2, except to the extent of their shareholding in the Company.

ITEM NO. 3

The Board of Directors of the Company ("**Board**") at their meeting held on July 31, 2024, approved raising of funds aggregating upto Rs. 28,68,60,000/- (Rupees Twenty Eight Crores Sixty Eight Lakhs and Sixty Thousand only) by way of issuance of upto 16,39,200 (Sixteen Lakhs Thirty Nine Thousand and Two Hundred Only) warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each ("**Warrants**") at a price of Rs. 175/- each (including a premium of Rs. 173/- each) payable in cash ("**Warrants Issue Price**"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to persons belonging to the Promoter and Non-Promoter category of the Company by way of a preferential issue through private placement offer (**the "Preferential Issue"**).

The Proposed Allottees that have agreed to subscribe to the proposed preferential issue, have confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**").

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of private placement on a preferential basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue warrants to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

I. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

1. The Company shall utilize up to 40% (Forty percent) of the issue proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) ("**Net Proceeds**") to support its funding requirements and growth objectives. This includes pursuing inorganic growth opportunities through mergers and acquisitions including investments in its subsidiaries, as well as strategic initiatives as approved by the Board from time to time (referred to below as "**Capex**").
2. Up to 35% (Thirty Five percent) of the Issue proceeds will be utilised meeting working capital requirements and product development in such a manner and proportion as may be decided by the Board from time to time (referred to below as "**Working Capital**").



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3. Up to 25% (Twenty Five percent) of the Issue proceeds will be utilised for general corporate purposes and meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. in lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Capex	1147.44	Within 12 months from receipt of funds for the Warrants (as set out herein)
2.	Working Capital	1004.01	
3.	General Corporate Purposes	717.15	
Total		2868.60	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to



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deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

II. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to offer, issue and allot, in one or more tranches, upto 16,39,200 warrants convertible into equity shares at a price of Rs. 175/- per warrant (including a premium of Rs. 173/-each), aggregating upto Rs. 28,68,60,000/- (Rupees Twenty Eight Crores Sixty Eight Lakhs and Sixty Thousand only) by way of a Preferential Issue.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at Rs. 175/- (Rupees One Hundred and Seventy Five Only) per Convertible Warrant.

III. Relevant Date:

The “**Relevant Date**” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for warrants to be issued is Monday, July 29, 2024 i.e., being the working day immediately preceding the date that is 30 days prior to the date of the EGM i.e. Wednesday, August 28, 2024.

IV. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board, at its meeting held on July 31, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 16,39,200 warrants to the Proposed Allottees, each at a price of Rs. 175/- per warrant (including a premium of Rs. 173/- per Warrant), aggregating up to Rs. 28,68,60,000/- (Rupees Twenty Eight Crores Sixty Eight Lakhs and Sixty Thousand only) for a cash consideration, by way of a preferential issue on a private placement basis.

V. Basis or justification for the price (including the premium, if any) has been arrived at along with report of the registered valuer:

The Equity shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Convertible Warrants be issued shall not be less than higher of the following:

- the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. Rs. 160.58 /- per Convertible Warrant; or
- the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. Rs. 173.37/- per Convertible Warrant.
- Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company,



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to the proposed allottees and allottees acting in concert, the pricing of the Convertible warrants to be allotted as mentioned in the Valuation Report dated July 31, 2024 shall be higher of the following parameters:

- Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) i.e. Rs. 173.37/- per Convertible Warrant; or
- Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations i.e. Rs. 173.37/- per Convertible Warrant.

Accordingly, the minimum price in terms of SEBI ICDR Regulations is Rs. 173.37/- per Convertible Warrant. The issue price is Rs. 175/- (Rupees One Hundred and Seventy Five Only) per Convertible Warrant which is not lower than the minimum price determined in compliance with applicable provisions of SEBI ICDR Regulations.

The valuation was performed by CA Navin Khandelwal, a Registered Valuer (Registration No. IBBI/RV/05/2019/1079) having his office located at 206, Navneet Plaza 5/2, Old Palasia, Indore, Madhya Pradesh - 452018 in accordance with Regulation 164 and Regulation 166A of SEBI ICDR Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI ICDR Regulations is available for inspection at the Registered Office of the Company during office hours on all working days upto the date of EGM and uploaded on the website of the Company at www.himteknoforge.com.

VI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

During the year the Company has not made any allotments on preferential basis till date.

VII. The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire Preferential issue of warrants is proposed to be made to the following belonging to the Promoter and Non-promoter Category:

Sr. No.	Name of the Proposed Allottees	Maximum Number of convertible warrants proposed to be issued and allotted	Total Amount (in Rs.)
1.	Asha Aggarwal	3,25,000	5,68,75,000
2.	Nitin Aggarwal	25,000	43,75,000
3.	Ankur Aggarwal	25,000	43,75,000
4.	Manan Aggarwal	25,000	43,75,000
5.	Mrinal Aggarwal	25,000	43,75,000
6.	Urmil Aggarwal	3,00,000	5,25,00,000
7.	Anju Aggarwal	6,50,000	11,37,50,000
8.	Aditya Aggarwal	25,000	43,75,000
9.	Sanmati Advisors	1,19,200	2,08,60,000
10.	Sara Singal	40,000	70,00,000



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11.	Prem Kumar	20,000	35,00,000
12.	Udit Mittal	30,000	52,50,000
13.	Kanav Mittal	30,000	52,50,000
TOTAL		16,39,200	28,68,60,000

The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

There shall be no change in the management or control of the Company pursuant to the above mentioned Preferential Allotment. However, voting rights will change in accordance with the shareholding pattern.

VIII. Total amount which the company intends to raise by the issue and maximum number of securities to be issued:

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 28,68,60,000/- (Rupees Twenty Eight Crores Sixty Eight Lakhs and Sixty Thousand only) by way of issue of upto 16,39,200 warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each at a price of Rs. 175/- ("Warrant Issue Price") each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of the warrants.

An amount of Rs. 7,17,15,000/- (Rupees Seven Crores Seventeen Lakhs and Fifteen Thousand Only) which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payment of Rs. 21,51,45,000/- (Rupees Twenty One Crores Fifty One Lakhs and Forty Five Thousand Only) which is equivalent to balance 75% (seventy-five percent) of the Warrants Issue Price, at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

IX. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

The warrants convertible into equity shares shall be issued to persons/entity belonging to Promoter and Non-Promoter Category of the Company. They have indicated their intention to subscribe to the Convertible Warrants on Preferential basis. Other than the below-mentioned individuals in Point XIV, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the warrants convertible into equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.



HIM TEKNOFORGE LIMITED

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Sr. No.	Category	Pre-issue (as on June 30, 2024)		Post-issue*	
		Total No. of Equity Shares held	% of shareholding	Total No. of Equity Shares Held	% of shareholding
A.	Promoter & Promoter Group Holding				
1.	Indian				
a)	Individuals/HUF	34,91,669	44.39	48,91,669	47.34
b)	Bodies Corporate	7,25,588	9.22	7,25,588	7.02
	SUB-TOTAL (A)(1)	42,17,257	53.61	56,17,257	54.37
2.	Foreign				
a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
b)	Any Other	-	-	-	-
	SUB-TOTAL (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	42,17,257	53.61	56,17,257	54.37
B.	Non-Promoters Holding				
1.	Institutional				
a)	Foreign Portfolio Investors Category I	31,675	0.40	31,675	0.31
	SUB-TOTAL (B)(1)	31,675	0.40	31,675	0.31
2.	Central Government/ State Government	-	-	-	-
	SUB-TOTAL (B)(2)	-	-	-	-
3.	Non-Institutions				
a)	Key Managerial Personnel	59	0.00	59	0.00
b)	Investor Education and Protection Fund (IEPF)	65,470	0.83	65,470	0.63
c)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	28,24,844	35.91	31,80,644	30.79
d)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	-	-	3,44,000	3.33



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e)	Non Resident Indians (NRIs)	33,924	0.43	33,924	0.33
f)	Bodies Corporate	6,92,787	8.81	7,92,787	7.67
g)	Any Other (specify)				
i	Firm	-	-	2,04,200	1.98
ii	HUF	-	-	35,500	0.34
iii	LLP	-	-	25,500	0.25
	SUB-TOTAL (B)(3)	36,17,084	45.98	46,82,084	45.32
	Total Non-Promoters Holding (B)	36,48,759	46.39	47,13,759	45.63
	TOTAL (A)+(B)	78,66,016	100.00	1,03,31,016	100.00
C.	Non Promoter-Non Public Holding				
1.	Shares held by custodians for ADR and GDR	-	-	-	-
	SUB-TOTAL (C)(1)	-	-	-	-
	Total Non-Promoter Non-Public Holding (C)	-	-	-	-
	TOTAL (A)+(B)+(C)	78,66,016	100.00	1,03,31,016	100.00

* The post issue shareholding pattern in the above table has been prepared with shareholding as on June 30, 2024 on the basis that the Proposed Allottees would have subscribed to all the Warrants and been allotted all the Equity Shares upon conversion of Warrants along with the preferential issue of equity shares proposed to be allotted to the individuals and entities as detailed in Item No. 4 of this notice. In the event for any reason, the Proposed Allottees do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

It is further assumed that shareholding of the Company in all other categories will remain unchanged.

XI. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable. Since, the allotment of Warrants and the resultant equity shares pursuant to the exercise of the Warrants is made for consideration payable in cash.

XII. Time frame within which the Proposed Preferential Issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants, as the case may be, shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).



HIM TEKNOFORGE LIMITED

CIN: L29130HP1971PLC000904

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XIII. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:

Sr. No.	Details of Proposed Allottees	Category of the Proposed Allottees	Name of the Ultimate Beneficial Owner of the Proposed Allottees	Pre-issue shareholding %	No. of Convertible warrants proposed to be allotted	Post-issue shareholding %
1.	Sanmati Advisors	Non-Promoter	1. Dilip Kumar Pandya 2. Jitendra Madhavji Parmar	0%	1,19,200	1.15%

XIV. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove):

Sr. No.	Name of the Proposed Allottees	Category	Pre-issue % holding	Number of Equity Shares proposed to be allotted post conversion of Warrants into Equity	Post-issue % holding*
1	Asha Aggarwal	Promoter Group	6.27%	3,25,000	7.92%
2.	Nitin Aggarwal	Promoter Group	0.42%	25,000	0.56%
3.	Ankur Aggarwal	Promoter Group	0.40%	25,000	0.55%
4.	Manan Aggarwal	Promoter Group	1.16%	25,000	1.12%
5.	Mrinal Aggarwal	Promoter Group	0.08%	25,000	0.31%
6.	Urmil Aggarwal	Promoter Group	1.64%	3,00,000	4.15%
7.	Anju Aggarwal	Promoter Group	2.72%	6,50,000	8.36%
8.	Aditya Aggarwal	Promoter Group	0	25,000	0.24%
9.	Sanmati Advisors	Non-Promoter	0	1,19,200	1.15%
10.	Sara Singal	Non-Promoter	0	40,000	4.84%
11.	Prem Kumar	Non-Promoter	0	20,000	2.42%
12.	Udit Mittal	Non-Promoter	0	30,000	0.29%
13.	Kanav Mittal	Non-Promoter	0	30,000	0.29%



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* *The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company at a conversion of 1:1. Please refer to the "Shareholding pattern of the Company before and after the Preferential Issue" above for further reference.*

XV. The change in control, if any, in the Company consequent to the preferential issue:

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

XVI. Principle terms of assets charged as securities:

Not Applicable.

XVII. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

Up to Rs. 24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs only)

XVIII. Material terms of raising such securities

The Equity shares being issued after the conversion of such convertible warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

XIX. Undertaking:

The Company hereby undertakes that:

- (a) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- (b) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Accordingly, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable.
- (c) None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (d) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- (e) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- (f) The Company shall be making application to the stock exchange seeking in-principle approval, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- (g) The Proposed Allottees have confirmed that they have not sold any equity shares of the Company



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

during the 90 Trading Days preceding the Relevant Date.

- (h) The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the ICDR Regulations.
- (i) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- (j) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- (k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.
- (l) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (m) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- (n) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

XX. Listing:

The Company will make an application to the BSE Limited at which the existing shares are listed, for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

XXI. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter:

The Proposed Allottees who belongs to the Promoter and Promoter Group of the Company continue to remain under the same category post the Preferential Issue.

The Proposed Allottees who belongs to the Public category shall continue to remain under the same category post the Preferential Issue.

XXII. Lock-in period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.



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XXIII. Practicing Company Secretary's Certificate:

A certificate from M/s. Manish Ghia & Associates., Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be available for inspection by the members during the EGM and the same may also be accessed on the Company's website at www.himteknoforge.com.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Other than Mr. Vijay Aggarwal, Managing Director and Mr. Rajiv Aggarwal, Joint Managing Director of the Company and their relatives considered as deemed to be concerned or interested in the said resolution, due to their directorship on the board of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution as set out at Item No. 3, except to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 4:

The Board of Directors of the Company ("**Board**") at their meeting held on July 31, 2024, approved raising of funds aggregating upto Rs. 14,45,15,000/- (Rupees Fourteen Crores Forty Five Lakhs Fifteen Thousand only) by way of issuance of upto 8,25,800 (Eight Lakhs Twenty Five Thousand Eight Hundred Only) fully paid-up equity shares ("**Equity Shares**") of face value of Rs. 2/- (Rupees Two only) at a price of Rs. 175/- each (Rupees One Hundred and Seventy Five Only) (including a premium of Rs. 173/- each) per Equity Share, to persons belonging to the Non-Promoter category of the Company by way of a preferential issue through private placement offer (the "**Preferential Issue**").

The Proposed Allottees that have agreed to subscribe to the proposed preferential issue, have confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**").

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of private placement on a preferential basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:



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I. Object(s) of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

1. The Company shall utilize up to 40% (Forty percent) of the issue proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) ("**Net Proceeds**") to support its funding requirements and growth objectives. This includes pursuing inorganic growth opportunities through mergers and acquisitions including investments in its subsidiaries, as well as strategic initiatives as approved by the Board from time to time (referred to below as "**Capex**").
2. Up to 35% (Thirty Five percent) of the Issue proceeds will be utilised meeting working capital requirements and product development in such a manner and proportion as may be decided by the Board from time to time. (referred to below as "**Working Capital**").
3. Up to 25% (Twenty Five percent) of the Issue proceeds will be utilised for general corporate purposes and meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "**General Corporate Purposes**").

Utilization of Issue Proceeds

The broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. in lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Capex	578.06	Within 12 months from receipt of the funds
2.	Working Capital	505.80	
3.	General Corporate Purposes	361.29	
Total		1445.15	

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.



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This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

II. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to offer, issue and allot, upto 8,25,800 (Eight Lakhs Twenty Five Thousand Eight Hundred) Equity Shares, at a price of Rs. 175/- per Share (including a premium of Rs. 173/- per Share) aggregating up to Rs. 14,45,15,000/- (Rupees Fourteen Crores Forty Five Lakhs Fifteen Thousand only), by way of Preferential Issue.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at Rs. 175/- (Rupees One Hundred and Seventy Five Only) per Equity Share.

III. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Monday, July 29, 2024 i.e., being the working day immediately preceding the date that is 30 days prior to the date of the EGM i.e. Wednesday, August 28, 2024.

IV. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board, at its meeting held on July 31, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 8,25,800 equity shares to the Proposed Allottees, each at a price of Rs. 175/- per share (including a premium of Rs. 173/- per share), aggregating up to Rs. 14,45,15,000/- (Rupees Fourteen Crores Forty Five Lakhs Fifteen Thousand only) for a cash consideration, by way of a preferential issue on a private placement basis.

V. Basis or justification for the price (including the premium, if any) has been arrived at along with report of the registered valuer:

The Equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Convertible Warrants be issued shall not be less than higher of the following:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. Rs. 160.58/- per Equity Share; or
- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. Rs. 173.37/- per Equity Share.



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- c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares to be allotted as mentioned in the Valuation Report dated July 31, 2024 shall be higher of the following parameters:

- a) Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) i.e. Rs. 173.37/- per Equity Share; or
- b) Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations i.e. Rs. 173.37/- per Equity Share.

Accordingly, the minimum price in terms of SEBI ICDR Regulations is Rs. 173.37/- per Equity Shares. The issue price is Rs. 175/- (Rupees One Hundred and Seventy Five Only) per Equity Share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI ICDR Regulations.

The valuation was performed by CA Navin Khandelwal, a Registered Valuer (Registration No. IBBI/RV/05/2019/1079) having his office located at 206, Navneet Plaza 5/2, Old Palasia, Indore, Madhya Pradesh - 452018 in accordance with Regulation 164 and Regulation 166A of SEBI ICDR Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI ICDR Regulations is available for inspection at the Registered Office of the Company during office hours on all working days upto the date of EGM and uploaded on the website of the Company at www.himteknoforge.com.

VI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

During the year the Company has not made any allotments on preferential basis till date.

VII. The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire Preferential issue of Equity Shares is proposed to be made to the category belonging to the Non-Promoter Category as mentioned herein:

Sr. No.	Name of Proposed Allottees	Maximum Number of Equity Shares to be issued and allotted	Total Amount (in Rs.)
1.	Harish Kumar Agarwal	2,30,000	4,02,50,000
2.	Rajeev Gupta	30,000	52,50,000
3.	M/s North West Metals	85,000	1,48,75,000
4.	Aashish Agarwal	1,14,000	1,99,50,000
5.	Aayushi Agarwal	28,500	49,87,500



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6.	Krish Automotive Sales and Services Private Limited	50,000	87,50,000
7.	Ashish Chugh HUF	30,000	52,50,000
8.	Talib Zafar	14,300	25,02,500
9.	Rakesh Kumar Bansal	11,000	19,25,000
10.	Shazia Shujaul	11,000	19,25,000
11.	Dhruv Goel	30,000	52,50,000
12.	Rajanidevi S Jain	14,500	25,37,500
13.	Abhishek Chhajed Jain	14,500	25,37,500
14.	Ashika Global Finance Private Limited	30,000	52,50,000
15.	Guttikonda Vara Lakshmi	30,000	52,50,000
16.	Meenakshi Agarwal	14,500	25,37,500
17.	Mittul Navin Kalawadia	14,500	25,37,500
18.	Devansh Ventures LLP	14,500	25,37,500
19.	Dimple Pritesh Vora	8,500	14,87,500
20.	Ashish Jain HUF	5,500	9,62,500
21.	Arneisha Advisory LLP	11,000	19,25,000
22.	Kunal Mahendra Bhakta	14,500	25,37,500
23.	Anmol Sekhri Consultants Private Limited	20,000	35,00,000

VIII. Total amount which the company intends to raise by the issue and maximum number of securities to be issued:

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs 14,45,15,000/- (Rupees Fourteen Crores Forty Five Lakhs and Fifteen Thousand only) by way of issue of upto 8,25,800 Equity Shares of face value of Rs. 2 /- each for cash at a price of Rs. 175/- (including a premium of Rs. 173/-) per equity share.

IX. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the Equity Shares pursuant to the aforementioned preferential issue.



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X. Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-issue (as on June 30, 2024)		Post-issue*	
		Total No. of Equity Shares held	% of shareholding	Total No. of Equity Shares Held	% of shareholding
A.	Promoter & Promoter Group Holding				
1.	Indian				
a)	Individuals/HUF	34,91,669	44.39	48,91,669	47.34
b)	Bodies Corporate	7,25,588	9.22	7,25,588	7.02
	SUB-TOTAL (A)(1)	42,17,257	53.61	56,17,257	54.37
2.	Foreign				
a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
b)	Any Other	-	-	-	-
	SUB-TOTAL (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	42,17,257	53.61	56,17,257	54.37
B.	Non-Promoters Holding				
1.	Institutional				
a)	Foreign Portfolio Investors Category I	31,675	0.40	31,675	0.31
	SUB-TOTAL (B)(1)	31,675	0.40	31,675	0.31
2.	Central Government/ State Government	-	-	-	-
	SUB-TOTAL (B)(2)	-	-	-	-
3.	Non-Institutions				
a)	Key Managerial Personnel	59	0.00	59	0.00
b)	Investor Education and Protection Fund (IEPF)	65,470	0.83	65,470	0.63
c)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	28,24,844	35.91	31,80,644	30.79



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d)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	-	-	3,44,000	3.33
e)	Non Resident Indians (NRIs)	33,924	0.43	33,924	0.33
f)	Bodies Corporate	6,92,787	8.81	7,92,787	7.67
g)	Any Other (specify)				
i	Firm	-	-	2,04,200	1.98
ii	HUF	-	-	35,500	0.34
iii	LLP	-	-	25,500	0.25
	SUB-TOTAL (B)(3)	36,17,084	45.98	46,82,084	45.32
	Total Non-Promoters Holding (B)	36,48,759	46.39	47,13,759	45.63
	TOTAL (A)+(B)	78,66,016	100.00	1,03,31,016	100.00
C.	Non Promoter-Non Public Holding				
1.	Shares held by custodians for ADR and GDR	-	-	-	-
	SUB-TOTAL (C)(1)	-	-	-	-
	Total Non-Promoter Non-Public Holding (C)	-	-	-	-
	TOTAL (A)+(B)+(C)	78,66,016	100.00	1,03,31,016	100.00

**The post issue shareholding pattern in the above table has been prepared with shareholding as on June 30, 2024 along with the preferential issue of warrants proposed to be allotted to the individuals and entities as detailed in Item No. 3 of this notice, assuming full conversion of such warrants into equity shares upon exercise. In the event for any reason, the Proposed Allottees do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

It is further assumed that shareholding of the Company in all other categories will remain unchanged.

XI. Valuation and Justification for the allotment proposed to be made for consideration other than cash:

Not applicable. Since, the allotment of equity shares is made for consideration payable in cash.

XII. Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity shares, as the case may be, shall be completed within a period of 15 (Fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s)



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or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

XIII. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:

Sr. No.	Details of Proposed Allottees	Category of the Proposed Allottees	Name of the Ultimate Beneficial Owner of the Proposed Allottees	Pre-issue shareholding %	No. of Equity Shares proposed to be allotted	Post-issue shareholding %
1.	M/s North West Metals	Non-Promoter	1. Sanjeev Kumar Arora 2. Arun Bhadauria	0%	85,000	0.82%
2.	Krish Automotive Sales and Services Private Limited	Non-Promoter	1.Sunil Jugalkishor Anandpara 2.Jayesh Madhavji Parmar 3.Hemal Dinesh Shah	2.85%	50,000	2.65%
3.	Ashish Chugh HUF	Non-Promoter	Ashish Chugh (Karta)	0%	30,000	0.29%
4.	Ashika Global Finance Private Limited	Non-Promoter	1. Pawan Jain 2. Daulat Jain 3. Shashi Jain	0%	30,000	0.29%
5.	Devansh Ventures LLP	Non-Promoter	1. Vijay Morarji Nandu 2. Rohan Dinesh Ghalla	0%	14,500	0.14%
6.	Ashish Jain HUF	Non-Promoter	Ashish Jain (Karta)	0%	5,500	0.05%
7.	Arneisha Advisory LLP	Non-Promoter	1. Rajendra Prasad Bhalotia 2. Puja Bhalotia 3. Shree Gopal Agarwal 4. Manjari Agarwal	0%	11,000	0.11%
8.	Anmol Sekhri Consultants Private Limited	Non-Promoter	Suneeta Anmol Sekhri	0.01%	20,000	0.20%



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XIV. The percentage of the post-preferential issue that may be held by the Proposed Allottees:

Sr. No.	Name of the Proposed Allottees	Category	Pre-issue % holding	No. of Equity Shares proposed to be allotted	Post-issue % holding
1	Harish Kumar Agarwal	Non-Promoter	0	2,30,000	2.23%
2	Rajeev Gupta	Non-Promoter	0	30,000	0.29%
3	M/s North West Metals	Non-Promoter	0	85,000	0.82%
4	Aashish Agarwal	Non-Promoter	0	1,14,000	1.10%
5	Aayushi Agarwal	Non-Promoter	0	28,500	0.27%
6	Krish Automotive Sales and Services Private Limited	Non-Promoter	2.85%	50,000	2.65%
7	Ashish Chugh HUF	Non-Promoter	0	30,000	0.29%
8	Talib Zafar	Non-Promoter	0	14,300	0.14%
9	Rakesh Kumar Bansal	Non-Promoter	0	11,000	0.11%
10	Shazia Shujaul	Non-Promoter	0	11,000	0.11%
11	Dhruv Goel	Non-Promoter	0	30,000	0.29%
12	Rajanidevi S Jain	Non-Promoter	0	14,500	0.14%
13	Abhishek Chhajed Jain	Non-Promoter	0	14,500	0.14%
14	Ashika Global Finance Private Limited	Non-Promoter	0	30,000	0.29%
15	Guttikonda Vara Lakshmi	Non-Promoter	0	30,000	0.29%
16	Meenakshi Agarwal	Non-Promoter	0	14,500	0.14%
17	Mittul Navin Kalawadia	Non-Promoter	0.05%	14,500	0.18%
18	Devansh Ventures LLP	Non-Promoter	0	14,500	0.14%
19	Dimple Pritesh Vora	Non-Promoter	0	8,500	0.08%
20	Ashish Jain HUF	Non-Promoter	0	5,500	0.05%
21	Arneisha Advisory LLP	Non-Promoter	0	11,000	0.11%
22	Kunal Mahendra Bhakta	Non-Promoter	0	14,500	0.14%
23	Anmol Sekhri Consultants Private Limited	Non-Promoter	0.01%	20,000	0.20%

XV. The change in control, if any, in the Company consequent to the preferential issue:

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.



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XVI. Principle terms of assets charged as securities:

Not applicable

XVII. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

Not applicable

XVIII. Material terms of raising such securities:

The Equity Shares shall be fully paid-up and listed on the BSE Limited which shall rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.

XIX. Undertaking:

The Company hereby undertakes that:

- (a) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- (b) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Accordingly, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable.
- (c) None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (d) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- (e) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- (f) The Company shall be making application to the stock exchange seeking in-principle approval, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- (g) The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- (h) The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the ICDR Regulations.
- (i) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- (j) No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the Company during the last one year.
- (k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.



HIM TEKNOFORGE LIMITED

CIN: L29130HP1971PLC000904

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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

- (l) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (m) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- (n) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

XX. Listing:

The Company will make an application to the BSE Limited on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares. The Equity Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

XXI. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter:

The proposed allottees are not promoter or member of the promoter group of the Company.

XXII. Lock-in period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

XXIII. Practicing Company Secretary's Certificate:

A certificate from M/s. Manish Ghia & Associates , Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at www.himteknoforge.com.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Other than Vijay Aggarwal, Managing Director and Rajiv Aggarwal, Joint Managing Director of the Company and their relatives considered as deemed to be concerned or interested in the said resolution, due to their directorship on the board of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution as set out at Item No. 4, except to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 5:

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



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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, 2024, is Rs. 37.59crore ("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 10.02.2024, has granted omnibus approval for transactions which are proposed to be entered into during FY 2024-25 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. 2024-25
3.	Value of the transaction	Upto Rs. 13,000.00 lakhs



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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 2024-25 represents 32.01% of annual consolidated turnover of the Company for FY2022-23 and 34.58% 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

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.

**By Order of the Board of Directors
Him Teknoforge Limited**

Date: 05.08.2024
Place: Chandigarh

**Sd/-
Rajiv Aggarwal
Joint Managing Director
DIN: 00094198**



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ATTENDANCE CARD/SLIP

Folio No.	
D.P. I.D.	
Client I.D.	

I/We hereby record my/our presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company held at registered office of the Company at Village Billanwali, Baddi - 173205, Dist. Solan (HP) on **Wednesday, 28th August 2024 at 11:00 AM.**

Sign
Name:



HIM TEKNOFORGE LIMITED

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EXTRA- ORDINARY GENERAL MEETING
Wednesday, 28th August, 2024 at 11:00 a.m.

PROXY FORM

(Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email Id: _____

Folio No./ DP Id and Client ID: _____

I/we being the member(s) of the above named Company hereby appoint

1. Name: _____
Address: _____
_____ Signature:

Email Id: _____

or failing him/her

2. Name: _____
Address: _____
_____ Signature:

Email Id: _____

or failing him/her

3. Name: _____
Address: _____
_____ Signature:

Email Id: _____



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as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held **Wednesday, the 28th Day of August, 2024 at 11:00 A.M. at the Regd. Office of the Company** at Village Billanwali, Baddi - 173205, District. Solan (Himachal Pradesh) and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Description	For*	Against*
Special business			
1.	Adoption of Memorandum of Association of the Company as per the provisions of Companies Act, 2013		
2.	Adoption of new set of Articles of Association of the Company as per the provisions of Companies Act, 2013		
3.	Issuance of Fully Convertible Warrants on a Preferential Basis to the Proposed Allottees:		
4.	Issuance of Equity Shares on a Preferential Basis to the Proposed Allottees		
5.	Approval for Material Related Party Transaction(s) with Globe Precision Industries Pvt. Ltd.		

Signed this ____ day of ____ 2024

Member's Folio/ DP ID- Client ID No. _____

Signature of shareholder(s) _____

Signature of Proxy holder(s) _____

Re. 1/-
Revenue
Stamp

Note: :

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes please refer to the notice of Extra-Ordinary General Meeting.
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



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Route Map to EGM Venue

