



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**

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Him Teknoforge Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Shri Sachin Jain, a Practicing Chartered Accountant (Membership No.:535354), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his

willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

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

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

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, November 22, 2023
End of e-voting:	5:00 p.m. (IST) on Thursday, December 21, 2023

Members whose names appear on the register of members / List of Beneficial owners as on the cut-off date i.e., **Friday, November 17, 2023** will only be considered eligible for the purpose of e-voting.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Saturday, December 23, 2023, and will be displayed on the Company's website at www.himteknoforge.com. The results will simultaneously be communicated to the Stock Exchange and will also be displayed at the notice board of registered office of the Company.



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SPECIAL BUSINESS

1. Appointment of Mr. RaviKant Dhawan (DIN: 00101878) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”) and Regulations 16(1)(b), 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”), Mr. Ravi Kant Dhawan (DIN: 00101878) who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from September 29, 2023 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office subject to confirmation in this Postal Ballot of the Company in terms of Section 161 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of independent director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years i.e. from 29th September, 2023 to 28th September, 2028(both days inclusive), not liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded for Mr. RaviKant Dhawan (DIN: 00101878), Independent Director of the company,

to continue to hold office of Independent Director of the company till his current tenure of appointment which ends on 28.09.2028 notwithstanding that Mr. Ravikant Dhawan will cross Seventy Five years of age during his current tenure as independent Director.”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the company, to give effect to this resolution.”

2. Appointment of Mr. Harpal Singh (DIN :06658043) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”) and Regulations 16(1)(b), 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”), Mr. Harpal Singh (DIN :06658043) who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from September 29, 2023 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who



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holds office subject to confirmation in this Postal Ballot of the Company in terms of Section 161 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of independent director be and is hereby appointed as an Independent Director of the company to hold office for two consecutive years i.e. from 29th September, 2023 to 28th September, 2025 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) / officer(s) of the company, to give effect to this resolution.”

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

SD/-

Himanshu Kalra
Company Secretary & Compliance Officer
Membership No. A62696
Date: 14/11/2023
Place: Chandigarh

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot 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, November 17, 2023 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot 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. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with their Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.himteknoforge.com) duly filled and signed along with requisite supporting documents to MCS share transfer Agent Limited At 1st Floor, Neelam Apartment,



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

5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date i.e., Friday, November 17, 2023.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Wednesday, November 22, 2023 and ends at 5:00 p.m. (IST) Thursday, December 21, 2023.**
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, December 21, 2023.
10. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
11. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives.
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to cs@gagl.net
13. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is M/s MCS share transfer Agent Limited. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:
M/s. MCS share transfer Agent Limited
At 1st Floor, Neelam Apartment, 88,
Sampatrao Colony, Above Chappanbhog Sweet,
Alkapuri, Vadodara, Gujarat, 390007
Tel: 0265 - 2314757/2350490
Telefax: 0265 - 2341639
Email: mcsLtdbaroda@gmail.com/
mcsstaahmd@gmail.com
14. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Help section of in case of any grievances connected with facility for voting by electronic means, please contact.



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GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) The voting period begins on **22nd November, 2023 at 09:00 AM and ends on 21st December, 2023 at 05: 00PM** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th November, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

- (i) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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



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Type of shareholders	Login Method
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>
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.nsd.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>



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2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

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



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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
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- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the **EVS**N for the Company which is **231116008** on which you choose to vote.
- (vii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES or NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



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- (ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote,

to the Scrutinizer and to the Company at the email address viz; 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.

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/mcsltdbaroda@gmail.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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



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ANNEXURE TO NOTICE

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

ITEM 1

On recommendation of Nomination and remuneration Committee the Board of Directors in the board meeting dated 29.09.2023 appointed Mr. Ravikant Dhawan (DIN: 00101878) as Additional Non-Executive Independent Director w.e.f. from 29.09.2023 for term of Five years pursuant to the provisions of Section 161(1) and Section 149(6) of the Companies Act, 2013, and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of shareholders.

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

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

As stated above Mr. Ravikant Dhawan shall hold office up to next general meeting or three months from date of his appointment whichever is earlier and is eligible to be appointed as Independent Director.

The Company has received from Mr. Ravikant Dhawan (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

(‘Listing Regulations’) and (iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, that he is not debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Details of Directors whose appointment as Independent Directors is proposed at Item Nos. 1 is provided in the “Annexure-I” to the Notice pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice for appointment of Mr. Ravikant Dhawan as a Non-Executive Independent Director for a period of 5 consecutive years from 29.09.2023 to 28.09.2028 (both days inclusive), not liable to retire by rotation.

Further, in terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy-five years. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulation, for continuation of Mr. Ravikant Dhawan as an Independent Director beyond the age of seventy-five years.

Except Mr. Ravikant Dhawan for himself and through his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in anyway concerned or interested financially or otherwise in the aforesaid Resolutions.

ITEM 2

On recommendation of Nomination and remuneration Committee the Board of Directors in the board meeting dated 29.09.2023 appointed Mr. Harpal Singh (DIN: 06658043) as Additional Non-Executive Independent Director w.e.f. from 29.09.2023 for term of two years pursuant to the provisions of Section 161(1) and Section 149(6) of the Companies Act, 2013, and the rules



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**

framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of shareholders.

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

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

As stated above Mr. Harpal Singh shall hold office up to next general meeting or three months from date of his appointment whichever is earlier and is eligible to be appointed as Independent Director.

The Company has received from Mr. Harpal Singh (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘Listing Regulations’) and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he is not debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Details of Directors whose appointment as Independent Directors is proposed at Item Nos. 2 is provided in the “Annexure-I” to the Notice pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of

Company Secretaries of India.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 2 of the Notice for appointment of Mr. Harpal Singh as a Non-Executive Independent Director for a period of 2 consecutive years from 29.09.2023 to 28.09.2025 (both days inclusive), not liable to retire by rotation.

Except Mr. Harpal Singh for himself and through his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in anyway concerned or interested financially or otherwise in the aforesaid Resolutions.

By Order of the Board of Directors
For Him Teknoforge Limited
SD/-

Himanshu Kalra
Company Secretary & Compliance Officer
Membership No. A62696
Date: 14/11/2023
Place: Chandigarh



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ANNEXURE-I

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

A. Shri Ravikant Dhawan (DIN: 00101878)

Name Of Director	Sh. Ravikant Dhawan (DIN: 00101878)
Date of Birth/Age	05.01.1950 (73)
Nationality	INDIAN
Date Of Appointment On board	29.09.2023
Qualification	Graduate in Mechanical Engineering (B.E.) with post graduate diploma in Business Management
Nature and Expertise in specific functional area	He is having over 50 years of rich experience in the fields of marketing, general management, corporate governance, strategic planning and handling of commercial matters for having worked in MSME's, OEM and even FMCG companies at senior positions. He has been associated with Auto component Industry, Auto dealerships and Auto Ancillaries Industry for over 46 years.
Number of shares held in company	NIL
List of Directorship and Committee membership in Listed Companies other than [Him teknoforge Limited]	NIL

Committeemembership in Listed Companies	Him Teknoforge Limited Audit - Chairperson Nomination and Remuneration - Chairperson Stakeholder Relationship - Chairperson CSR- Member Stakeholder Grievance - Chairperson Shares Transfer -Member
Number of meetings of the Board attended during the financial year (2022-23)	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Relation
Remuneration and Salary	No remuneration or salary will be paid to Mr. Ravikant Dhawan, Except the seating fees for every Board meeting attended by him.
Listed entities from which the Director has resigned in the past three years	NIL

B. Shri Harpal Singh (DIN: 06658043)

Name Of Director	Sh. Harpal Singh (DIN: 06658043)
Date of Birth/Age	17.09.1955 (68)
Nationality	INDIAN
Date Of Appointment On board	29.09.2023
Qualification	Chartered Engineer and Fellow of Institution of Engineers (India)



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Nature and Expertise in specific functional area	Mr. Harpal Singh is an award-winning banking professional with over 34 years of banking and institution building experience, the most recent as General Manager of Punjab National Bank from April 2013 till September 2015 having handled business of more than Rs.85000 Crore through 700 branches in Punjab.	Committee membership in listed Entities	IOL Chemical and Fertilizers Limited Audit Committee: Chairman Him Teknoforge Limited Audit - Member Stakeholder Relationship-Member CSR- Member Stakeholder Grievance- Member
	Prior to this, he was posted at the United Kingdom in Punjab National Bank International Limited (PNBIL) and headed the Retail Operations of the Bank in the UK. He was instrumental in starting operations of PNBIL in UK after obtaining FSA approval in April 2007.	Number of meetings of the Board attended during the financial year (2022-23)	Not Applicable
	He has an exceptional experience of managing the entire banking operations in the state of Punjab. As the State Head for the Bank, he managed competitive business development, growth of the institution and its manpower, and steered high-level meetings. He has been a convenor of State Level Bankers' Committee, for the State of Punjab, playing a pivotal role in implementation and monitoring of Government's directives for Banks with a view of ensuring the imparting of correct directions to various schemes implemented by the Central/State Government	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Relation
		Remuneration and Salary	No remuneration or salary will be paid to Mr. Harpal Singh Except the seating fees for every Board meeting attended by him.
		Listed entities from which the Director has resigned in the past three years	NIL
	Number of shares held in company	NIL	
List of Directorship in Listed Companies other than [Him teknoforge Limited]	IOL Chemical and Fertilizers Limited- Independent Director.		