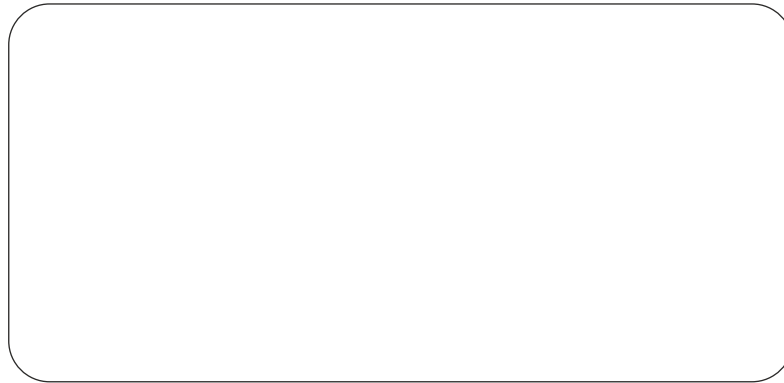


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If Undelivered, please return to:

**HIM TEKNOFORGE LIMITED**

(Formerly known as Gujarat Automotive Gears Limited)

Survey No 345 A, Padra Jambusar Road,  
Village Gametha, Tal Padara,  
Dis Vadodara, 391430 (GUJARAT)  
India

Phone - 7043768377 ,7043768477

E Mail : [gujarat.gears@gmail.com](mailto:gujarat.gears@gmail.com)

Web : [www.gagl.net](http://www.gagl.net)

CIN NO : L29130HP1971PLC000904



**HIM TEKNOFORGE LIMITED**

(FORMERLY KNOWN AS GUJARAT AUTOMOTIVE GEARS LIMITED)

CIN: L29130HP1971PLC000904

**FORTY EIGHTH ANNUAL REPORT 2018-19**

**BOARD OF DIRECTORS**

Mr. Vijay Aggarwal	- Chairman cum Managing Director
Mr. Rajiv Aggarwal	- Joint Managing Director
Mr. Ravikant Dhawan	- Non-Executive Independent Director
Mr. Rajendra Prasad Sinha	- Non-Executive Independent Director
Mr. Pradeep Kumar	- Non-Executive Independent Director
Mr. Purshotam Lal Sharma	- Non-Executive Independent Director
Mr. Baskaran Kesavareddiyar	- Nominee Director (M/s Canbank Venture Capital Fund Limited)
Mrs. Bhavana Rao	- Nominee Director (M/s IFCI Venture Capital Fund Limited)
Mrs. Anju Aggarwal	- Non-Executive Non Independent Director (Resigned w.e.f. 22/11/2018)

**CHIEF FINANCIAL OFFICER**

Mr. Shailesh Gandhi

**COMPANY SECRETARY**

Ms. Snehal Chokshi (w.e.f.01/06/2018)

**AUDITORS**

M/s PRA Associates, Chandigarh  
M/s M.L.Bhuwania and Co LLP, Mumbai  
(resigned w.e.f. 03/08/2018)

**REGISTERED OFFICE**

Village Billanwali, Baddi -173205,  
Himachal Pradesh  
Telephone No.: +91(1795) 246351,245466  
Fax No.: +91-1795-245467  
E mail: gujarat.gears@gmail.com  
Website: www.gagl.net

**BANKERS:**

State Bank of India  
Small Industrial Development Bank of India  
Tata Capital Financial Services Limited

**HIM TEKNOFORGE LIMITED**  
**(Formerly known as Gujarat Automotive Gears Limited)**

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**REGISTRAR AND TRANSFER AGENT:** MCS Shares Transfer Agent Limited  
1flr, Alkapuri Neelam Apartment,  
88 Sampatrao Colony, Above Chhapan Bhog, Alkapuri,  
Vadodara -390007, Tel No.: 0265-2350490  
Email: mcsltbaroda@gmail.com

**WORKS**

1. Gear Division, Village Billanwali,  
Baddi, Dist.: Solan (HP)
2. Manpura Unit, (HP)
3. Unit IV- Baddi (HP)
4. Pithampur Unit- I, (MP)
5. Pithampur Unit- II, (MP)
6. Gametha Unit, Vadodara (Gujarat)
7. Admin office: Sector 7C, Chandigarh

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## NOTICE

NOTICE is hereby given that the 48<sup>th</sup> Annual General Meeting of the members of Him Teknoforge Limited (Formerly Known As Gujarat Automotive Gears Limited) will be held at 11.30 a.m. on Saturday, the 28<sup>th</sup> September, 2019 at the Registered Office of the Company situated at Village Billanwali, Baddi, District Solan, Himachal Pradesh (HP)-173205 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and report of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Share for the Financial Year ended 31<sup>st</sup> March, 2019.
3. To appoint Mr. Vijay Aggarwal (DIN 00094141), who retires by rotation and being eligible offers himself for re- appointment.

### SPECIAL BUSINESS :

#### 4. Increase in Remuneration of Mr. Rajiv Aggarwal (DIN: 00094198), Joint Managing Director of the company:

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

**"RESOLVED THAT** subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for increase in the Remuneration of Mr. Rajiv Aggarwal (DIN: 00094198), Joint Managing Director w.e.f. 01<sup>st</sup> June, 2019 till the remaining period of his tenure within the limit prescribed hereunder from time to time-

A. Salary: Rs. 2, 75,000 (Rupees Two Lakhs Seventy Fifty Thousand) per month.

B. Perquisites:

1. Rent Free Accommodation: Rs. 3, 00,000 per month.
2. Gas, electricity, water and furnishing – Reimbursement of expense incurred for gas, electricity, water and furnishing.
3. Medical Reimbursement: Reimbursement of expenses incurred for the medical treatment for himself and his family.
4. Club Fees: Fee of club subject to a maximum of two clubs, including admission and life membership fees.
5. Personal Accident Insurance Premium: Not exceeding Rs. 4,000/- p.a.
6. Leave travel Concession: First Class air passage for self, wife, dependent children and dependent parents, once in a year to any place within or outside India.
7. Telephone: The Company shall provide telephone at residence for official-cum personal use. However, the valuation of personal use of telephone shall be treated as perquisite.
8. Conveyance Allowance: Rs. 5,000/- per month.

C. Contribution to provident fund, superannuation and annuity fund will not be included in the computation of the ceiling on managerial remuneration to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.

D. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.

E. Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/ remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the individual appointee concerned.

**RESOLVED FURTHER THAT** total remuneration shall not exceed Rs. 7, 50,000/- (Rupees Seven Lakh Fifty Thousand) per month."

**RESOLVED FURTHER THAT** where in any financial year, during the currency of tenure of Mr. Rajiv Aggarwal as Joint Managing Director, the Company has no profit or its profits are inadequate, it may pay him minimum remuneration by way of salary, perquisites and allowances not exceeding the limits specified above during period of his tenure as Joint Managing Director."

#### 5. Appointment of Mr. Pradeep Kumar (DIN: 03052477) as an Independent Director:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members of the Company be and is hereby given to the appointment of Mr. Pradeep Kumar (DIN: 03052477), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from September 29, 2018 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013."

#### 6. Appointment of Mr. Purshotam Lal Sharma (DIN: 03509280) as an Independent Director:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members of the Company be and is hereby given to the appointment of Mr. Purshotam Lal Sharma (DIN: 03509280), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from September

**HIM TEKNOFORGE LIMITED**  
**(Formerly known as Gujarat Automotive Gears Limited)**

29, 2018 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013.”

**7. Mr. Baskaran Kesavareddiyar as Nominee Director:**

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

“**RESOLVED THAT** pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013 read with Articles of Association of the Company including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Baskaran Kesavareddiyar (DIN: 07176788), who was appointed as an Additional Director in the capacity of Nominee Director by the Board of Directors on September 29, 2018, and who holds office subject to confirmation in this Annual General Meeting, be and is hereby appointed as a Nominee Director of the Company not liable to retire by rotation.”

**8. Mrs. Bhavana Rao as Nominee Director:**

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

“**RESOLVED THAT** pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013 read with Articles of Association of the Company including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mrs. Bhavana Rao (DIN: 00956209), who was appointed as an Additional Director in the capacity of Nominee Director by the Board of Directors on September 29, 2018, and who holds office subject to confirmation in this Annual General Meeting, be and is hereby regularized and appointed as a Nominee Director of the Company not liable to retire by rotation.”

**9. Ratification of remuneration of Cost Auditors:**

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

“**RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, the Company hereby ratifies remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable and re-imbursement of out of pocket expenses, payable to M/s S.K. Jain & Co., Cost Accountants, who have been appointed as Cost Auditor by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution”.

**By Order of the Board of Directors**

**Dated : 14.08.2019**

**Place: Baddi**

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

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company. The proxy shall prove its identity at the time of attending the Meeting.

Proxy submitted on behalf of the companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.

2. Members should notify change in the address, if any, specifying full address in block letters with pin code of the post office.
3. Members seeking further information on the accounts or any other matter contained in the notice are requested to write to the Company at least 7 days before the meeting, so that relevant information can be kept ready at the meeting.
4. The register of Members and share transfer book will remain closed from 21<sup>st</sup> September, 2019 to 28<sup>th</sup> September, 2019 [both days inclusive].
5. Notice of Annual General Meeting will be sent to those who are members of the Company as on Cut-off date.
6. Members attending the meeting are requested to bring their copy of the Annual Report.
7. Pursuant to Section 72 of the Companies Act, 2013, members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
9. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed herein.
10. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has created an E-mail. Id: gujarat.gears@gmail.com for quick redressal of shareholders/investors grievances.

11. In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29<sup>th</sup> April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/ document by companies to their members through electronic mode. Therefore as was done last year, the Company proposes to send documents required to be sent to the members like Notices of General Meetings (including AGM), Audited Financial Statements, Report of the Directors, and Independent Auditor's Report etc to the members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website [www.gagl.net](http://www.gagl.net) for download by the Members. The physical copies of the annual report will be made available upon receipt of a requisition from the members, any time as a member of the Company.
12. Voting through electronic means (E-voting): Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative for all the members of the Company to enable them to cast their votes electronically. The instructions for E-voting are attached herewith.
13. The Board of Directors of the Company has appointed Mr. Pardeep Singla, Chartered Accountant as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
14. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member (in case of electronic shareholding) as on the cut-off date i.e. 21<sup>st</sup> September, 2019.
15. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 21<sup>st</sup> September, 2019 only shall be entitled to avail the facility of e-voting / Poll.
16. The e-voting facility will be available during the following period: Commencement of e-voting: From 9.00 a.m. (IST) on 25<sup>th</sup> September, 2019 End of e-voting: Up to 5.00 p.m. (IST) on 27<sup>th</sup> September, 2019.  
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by (CDSL) upon expiry of aforesaid period.  
The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.  
Those members who have registered their e-mail IDs with the Company/their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
17. The Scrutinizer, after scrutinizing the votes cast at the meeting on poll and through e-voting will, not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.gagl.net](http://www.gagl.net) and the results shall simultaneously be communicated to the Bombay Stock Exchange.
18. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

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

#### ITEM NO. 4:

The remuneration of Mr. Rajiv Aggarwal, Joint Managing Director of the company has been increased by Board of Directors in their meeting held on 30<sup>th</sup> May, 2019 on the recommendation of Nomination & Remuneration Committee, subject to approval of the Members of the Company. He has been paid total remuneration of not exceeding Rs. 7, 50,000/- per month with effect from 1<sup>st</sup> June, 2019. He is a qualified Chartered Accountant and Company Secretary and having more than 37 years of experience in industry. He is looking after finance, legal, banking, accounts and other commercial matters of the Company. Looking to the responsibilities shouldered by Mr. Rajiv Aggarwal, Nomination and Remuneration Committee of the Company has recommended to pay remuneration with effect from 01<sup>st</sup> June, 2019.

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

#### I. Information about Mr. Rajiv Aggarwal, Appointee :

1. **Background details:** Mr. Rajiv Aggarwal is a qualified Chartered Accountant and Company Secretary and having more than 37 years of experience in industry. He is looking after finance, legal, banking, accounts and other commercial matters of the company.
2. **Past Remuneration: Rs.5,50,000** per month as Joint Managing Director of the Company.
3. **Recognition or Awards:** None.
4. **Job profile and his suitability :** He is looking after finance, legal, banking, accounts, marketing and other commercial matters of the company and proposed remuneration is low comparing his qualification, experience, efforts and responsibility as Joint Managing Director of the Company.
5. **Remuneration proposed:**
  - A. Salary: Rs. 2, 75,000 (Rupees Two Lacs Seventy Fifty Thousand) per month.
  - B. Perquisites:
    - i. Rent Free Accommodation: Rs. 3, 00,000 per month.
    - ii. Gas, electricity, water and furnishing – Reimbursement of expense incurred for gas, electricity, water and furnishing.
    - iii. Medical Reimbursement: Reimbursement of expenses incurred for the medical treatment for himself and his family.
    - iv. Club Fees: Fee of club subject to a maximum of two clubs, including admission and life membership fees.

## HIM TEKNOFORGE LIMITED

(Formerly known as Gujarat Automotive Gears Limited)

- v. Personal Accident Insurance Premium: Not exceeding Rs. 4,000/- p.a.
- vi. Leave travel Concession: First Class air passage for self, wife, dependent children and dependent parents, once in a year to any place within or outside India.
- vii. Telephone: The Company shall provide telephone at residence for official-cum personal use. However, the valuation of personal use of telephone shall be treated as perquisite.
- viii. Conveyance Allowance: Rs. 5,000/- per month.

Contribution to provident fund, superannuation and annuity fund will not be included in the computation of the ceiling on managerial remuneration to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable should not exceed half a month's salary for each completed year of service.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisite.

Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites/ remuneration. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the individual appointee concerned.

### 6. Comparative remuneration profile with respect to industry size, size of company, profile of the person:

Comparative remuneration figure with respect to industry is not available. However, proposed remuneration payable to Mr. Rajiv Aggarwal is low comparing his qualification, experience, efforts and responsibility as Joint Managing Director of the Company.

### 7. Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel:

Mr. Rajiv Aggarwal has no pecuniary relationship directly or indirectly with the Company as managerial personnel except remuneration as Joint Managing Director drawn by him and dividend on equity shares, declared. If any, by the Company for his shareholding in the Company and relationship with Mr. Vijay Aggarwal, Managing Director.

## II. Disclosures:

Other disclosures have been mentioned in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual Report.

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

No Director, Key Managerial Personnel or their relatives, except Mr. Vijay Aggarwal, Managing Director and Mr. Rajiv Aggarwal, Joint Managing Director of the Company, for drawing their remuneration 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.

## ITEM 5 & 6:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Pradeep Kumar (DIN: 03052477) and Mr. Purshotam Lal Sharma (DIN: 03509280) as Additional Non Executive Independent Directors, not liable to retire by rotation, for a term of 5 years from 29<sup>th</sup> September, 2018.

Pursuant to the provisions of Section 161(1) of the Act, each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors.

The Company has received declarations from Mr. Pradeep Kumar and Mr. Purshotam Lal Sharma to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

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

### A. Mr. Pradeep Kumar (DIN: 03052477):

Name of the Director	Mr. Pradeep Kumar
Date of Birth	15 <sup>th</sup> August, 1949
Nationality	Indian
Date of Appointment on Board	29 <sup>th</sup> September, 2018
Qualifications	B.Sc., CAIIB
Nature and Expertise in specific functional areas	More than 36 years of experience in Banking Industry.
Number of shares held in Company	NIL
List of Directorship and Committee membership in Listed Companies [other than Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears Limited)]	NIL

## B. Mr. Purshotam Lal Sharma (DIN: 03509280):

Name of the Director	Mr. Purshotam Lal Sharma
Date of Birth	28th April, 1951
Nationality	Indian
Date of Appointment on Board	29th September, 2018
Qualifications	B.E.(Metallurgical Engg.), Diploma in HR & Labour Welfare
Nature and Expertise in specific functional areas	More than 38 year of experience as manufacturing head with Punjab Tractors Ltd. and CEO with Indofarm Tractors Ltd.
Number of shares held in Company	NIL
List of Directorship and Committee membership in Listed Companies [other than Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears Limited)]	NIL

The Board recommends the Resolutions at Item Nos. 5 and 6 of this Notice for approval of the Members.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 5 and 6 of the Notice.

Mr. Pradeep Kumar (DIN:03052477) and Mr. Purshotam Lal Sharma (DIN: 03509280), who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing there candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

### Disclosures:

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

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

No Director, Key Managerial Personnel or their relatives, are directly or indirectly concerned or interested in the above resolution except to the extent of their shareholding (including his relatives), if any, in the Company.

### ITEM 7 & 8:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Baskaran Kesavareddiyar (DIN: 07176788) and Mrs. Bhavana Rao (DIN: 00956209) as Additional Non Executive Nominee Directors, not liable to retire by rotation, for a term of 5 years from 29<sup>th</sup> September, 2018.

Pursuant to the provisions of Section 161(1) of the Act, each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

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

## A. Mr. Baskaran Kesavareddiyar (DIN: 07176788):

Name of the Director	Mr. Baskaran Kesavareddiyar
Date of Birth	27 <sup>th</sup> July, 1960
Nationality	Indian
Date of Appointment on Board	29 <sup>th</sup> September, 2018
Qualifications	M. Sc Agriculture, CAIIB, Dip. In Computer Applications.
Nature and Expertise in specific functional areas	More than 36 years of experience in Banking Industry.
Number of shares held in Company	NIL
List of Directorship and Committee membership in Listed Companies [other than Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears Limited)]	NIL

## B. Mrs. Bhavana Rao (DIN: 00956209):

Name of the Director	Mrs. Bhavana Rao
Date of Birth	7 <sup>th</sup> December, 1967
Nationality	Indian
Date of Appointment on Board	29 <sup>th</sup> September, 2018
Qualifications	B.Sc, MCA, PG Diploma in Management.
Nature and Expertise in specific functional areas	22 years of experience in finance and related fields.
Number of shares held in Company	NIL
List of Directorship and Committee membership in Listed Companies [other than Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears Limited)]	NIL



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The Board recommends the Resolutions at Item Nos. 7 and 8 of this Notice for approval of the Members.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 7 and 8 of the Notice.

### Disclosures:

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

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

No Director, Key Managerial Personnel or their relatives, are directly or indirectly concerned or interested in the above resolution except to the extent of their shareholding (including his relatives), if any, in the Company.

### ITEM 9:

The Board at its meeting held on 30<sup>th</sup> May, 2019, on the recommendations of the Audit Committee, has appointed M/s S.K. Jain & Co., Cost Accountants as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 on a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable and out of pocket expenses, as recommended by the audit committee. In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

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

### The instructions for shareholders voting electronically are as under:

1. The voting period begins on 25<sup>th</sup> September, 2019 at 9:00 A.M. and ends on 27<sup>th</sup> September, 2019 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
4. Click on Shareholders.
5. Now enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) -Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on attendance slip indicated in the PAN field.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter 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 as mentioned in instruction (4).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. **Click on the EVSN i.e. 190822061 for the relevant Company Name, i.e. Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears Limited) on which you choose to vote.**
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.

16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
18. 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.
19. Shareholder can also use Mobile app –“m-Voting” for e voting. M-Voting app is available on Apple, Android and Windows based mobile. Shareholder may login to m-Voting using their e-Voting Credentials to vote for the Company resolution(s).
20. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Dated : 14.08.2019**

**Place: Baddi**

**For and on Behalf of Board**

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