



# HIM TEKNOFORGE LIMITED

(Formerly known as Gujarat Automotive Gears Limited)

## 49<sup>th</sup> Annual Report 2019-20



**HIM TEKNOFORGE LIMITED**

(FORMERLY KNOWN AS GUJARAT AUTOMOTIVE GEARS LIMITED)

CIN: L29130HP1971PLC000904

**FORTY EIGHTH ANNUAL REPORT 2019-20**

**BOARD OF DIRECTORS**

Mr. Vijay Aggarwal	- Chairman cum Managing Director
Mr. Rajiv Aggarwal	- Joint Managing Director
Mrs. Anju Aggarwal	- Non-Executive 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. Sanjay Kumar	- Nominee Director (M/S Canbank Venture Capital Fund Limited) (Nominated w.e.f 01.08.2020)
Ms. Bhavna Rao	- Nominee Director (M/S IFCI Venture Capital Fund Limited)

**CHIEF FINANCIAL OFFICER**

Mr. Shailesh Gandhi

**COMPANY SECRETARY**

Mr. Abhishek Misra  
Manager Secretarial and Legal

**AUDITORS**

M/s PRA Associates, Chandigarh

**REGISTERED OFFICE**

Village Billanwali, Baddi, District Solan,  
Himachal Pradesh-173205.  
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

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

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

**WORKS**

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

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## NOTICE

Notice is hereby given that the 49<sup>th</sup> Annual General Meeting of the members of Him Teknoforge Limited (Formerly Known As Gujarat Automotive Gears Limited) will be held on Tuesday, the 27<sup>th</sup> day of October, 2020 at 11:30 a.m. through Video Conference ("VC")/Other Audio Visual means("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and report of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2020.
3. To appoint Mr. Rajiv Aggarwal (DIN 00094198), who retires by rotation and being eligible offers himself for re- appointment.

### SPECIAL BUSINESS:

#### 4. Ratification of remuneration of Cost Auditors:

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

"**RESOLVED THAT** pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, the Company hereby ratifies Consolidate remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable 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, 2021.

**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 : 15.09.2020

Place: Baddi

Sd/-  
Abhishek Misra  
Company Secretary  
Manager Secretarial and Legal

### NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of Item No. 4 is annexed hereto and forms part of this notice.
2. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. As per the provisions under the MCA Circulars, Members attending the 49<sup>th</sup> AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.gagl.net](http://www.gagl.net) The Notice can also be accessed from the websites of the Stock exchanges of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
8. The register of Members and share transfer book will remain closed from 20<sup>th</sup> October, 2020 to 27<sup>th</sup> October, 2020 [both days inclusive].
9. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the Registered Office address.

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10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@gagl.net](mailto:cs@gagl.net).
11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company on [cs@gagl.net](mailto:cs@gagl.net).
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 49<sup>th</sup> AGM being held through VC.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
14. Electronic copy of the Annual Report and Notice of the 49<sup>th</sup> Annual General Meeting of the Company along with instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Since the AGM will be held through VC/OAVM Facility, the Route Map of the AGM venue, proxy form and attendance slip is not annexed in this Notice.
15. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 19<sup>th</sup> October, 2020 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

**The instructions for members for voting electronically are as under:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services Limited (CDSL).

**The e-voting facilities will be provided in the following manners:-**

- (i) The voting period begins on From 9.00 a.m. (IST) on 24<sup>th</sup> October, 2020 end of e-voting: Up to 5.00 p.m. (IST) on 26<sup>th</sup> October, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19<sup>th</sup> October, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Him Teknoforge Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 cs@gagl.net
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@gagl.net

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cs@gagl.net). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non - Individual Shareholders and Custodians**

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

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- 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@gagl.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).**

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.**

16. 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.
17. In terms of the Circulars No. 17/2011 of 21<sup>st</sup> 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.
18. In line with the MCA Circulars, the notice of the 49<sup>th</sup> AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at <https://www.gagl.net>.
19. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MCS Shares Transfer Agent Limited, 1st floor, Alkapuri Neelam Apartment, 88 Sampatrao Colony, Above Chhapan Bhog, Alkapuri, Vadodara -390007, Tel No.: 0265-2350490, E-mail: [mcsltbaroda@gmail.com](mailto:mcsltbaroda@gmail.com) or Company's E-mail Id: [cs@gagl.net](mailto:cs@gagl.net).
20. Members may note that the provisions of TDS have been made applicable to the payment/distribution of Dividend w.e.f. 1<sup>st</sup> April, 2020. The Company shall, therefore, be required to deduct tax at source (TDS) at the time of making the payment of final dividend.  
However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil deduction of Tax. PAN is mandatory for members providing Form 15G/ 15H or any other document as mentioned above.  
The aforementioned documents are required to be submitted at [mcsltbaroda@gmail.com](mailto:mcsltbaroda@gmail.com) and/or [cs@gagl.net](mailto:cs@gagl.net) by the shareholders.
21. A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 19<sup>th</sup> October, 2020 only shall be entitled to avail the facility of e-voting.
22. The e-voting facility will be available during the following period: Commencement of e-voting: From 9.00 a.m. (IST) on 24<sup>th</sup> October, 2020 end of e-voting: Up to 5.00 p.m. (IST) on 26<sup>th</sup> October, 2020.
24. 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.
25. The Board of Directors of the Company has appointed Mr. Pradeep 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 the same purpose. The Scrutinizer shall after the conclusion of AGM, shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. 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 on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
27. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of meeting.

**By Order of the Board of Directors**

**Dated : 15.09.2020**  
**Place: Baddi**

**Sd/-**  
**Abhishek Misra**  
**Company Secretary**  
**Manager Secretarial and Legal**

**Annexure to Notice:**

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

**ITEM NO. 4:**

The Board at its meeting held on 29<sup>th</sup> July, 2020, 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 31<sup>st</sup> March, 2021 on a consolidate remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable as recommended by the audit committee. In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

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

**By Order of the Board of Directors**

**Dated : 15.09.2020**  
**Place: Baddi**

**Sd/-**  
**Abhishek Misra**  
**Company Secretary**  
**Manager Secretarial and Legal**



## BOARD'S REPORT

To,  
The Members,

Your Directors have pleasure in presenting the 49<sup>th</sup> Annual Report of the Company together with the audited accounts for the Financial Year ended March 31, 2020.

### 1. Financial summary or highlights/Performance of the Company

#### FINANCIAL RESULTS:

(Rupees in lakhs)

Particulars	2019-2020	2018-2019
Revenue from Operation	22311.27	32379.30
Add: Other Income	442.02	415.76
Total Income	22753.29	32795.06
Profit before Depreciation and Tax (PBDT)	1344.22	2145.20
Less: Depreciation & Amortisation	881.58	835.48
Profit before Tax before Exceptional Item	462.64	1309.72
Exceptional Item	-	783.89
Profit before Tax (PBT)	462.64	2093.61
Less: Taxes		
(a) Current Year Tax	72.00	356.75
(b) Tax Relating to Earlier Years	(26.50)	-
(c) Deferred Tax	92.51	(93.23)
Profit after Tax	324.63	1830.08
Dividend	10%	50%
Earnings per Share (Rs. 2/- each) (Basic & Diluted)	4.13	23.27

### 2. Dividend.

The Board of Directors of your company is pleased to recommend a dividend of Rs. 0.20/- per equity share of the face value of Rs. 2/- each (@ 10%), payable to those Shareholders whose names appear in the Register of Members as on the Book Closure.

### 3. Reserves.

No amount has been transferred to General Reserve.

### 4. Brief description of the Company's working during the year/State of Company's affair.

Total turnover during the year is Rs. 22311.27 Lakh (Previous Year Rs.32379.30 Lakh). We have made a Profit after depreciation and interest of Rs. 462.64 Lakh (Previous Year Profit of Rs. 2093.61 Lakh).

### 5. Change in the nature of business, if any.

There is no change in the nature of business during the financial year 2019-20.

### 6. Material changes and commitments, if any, affecting the Financial Position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

However, due to prevailing unprecedented circumstances occurred due novel corona virus (COVID-19) and in line with the directions and guidelines issued by the Government of India, our company had closed its various plants and offices as mentioned below from 24<sup>th</sup> March, 2020 till 8<sup>th</sup> May, 2020 in order to control the community transmission stage of Covid-19 disease:-

#### Plants:-

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

As a responsible corporate entity, we also believe that health & safety of all our people is of utmost concern and priority. Therefore, we have wholeheartedly extended our support and cooperation to the directions of the Government of India.

## 7. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The Company has appointed internal auditor for adequacy of internal financial controls and your Board has taken adequate care for financial control.

## 8. Details of Subsidiary/Joint Ventures/Associate Companies.

Your Company has no Subsidiary/Joint Ventures/Associate Companies during the year.

## 9. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

No details are given as your Company has no Subsidiary/Joint Ventures/Associate Companies during the year.

## 10. Deposits.

Your Company has not accepted any deposits from public during the year and there was no deposit at the beginning of the year. Therefore the detail relating to deposits, covered under Chapter V of the Act is not applicable.

## 11. Auditors.

### Statutory Auditors:

M/S PRAASSOCIATES (FRN: 2355N), Chartered Accountants, were appointed as the Auditors of the Company for the period of 5 (Five) years who shall hold the office as Auditor of the Company till 51<sup>st</sup> Annual General Meeting of the company to be held in the year 2022. The auditors are eligible to act as Auditors for the current Financial Year 2020-2021.

### 12. Internal Auditors:

M/s Anand Saklecha & Co. and M/s Jain Sachin & Associates, Chartered Accountants have been appointed as Internal Auditors of the Company for Indore Units and Gear Division, Baddi, Himachal Pradesh respectively in terms of Section 138 of the Companies Act, 2013 and rules & regulations, made thereunder, for the Financial Year 2020-21 by the Board of Directors in its meeting held on 29<sup>th</sup> July, 2020, upon recommendation of the Audit Committee.

The Board in its meeting held on 15<sup>th</sup> September, 2020 has appointed M/s JHS & Associates LLP and M/s Jain Sachin & Associates, Chartered Accountants as Internal Auditors for Vadodara Unit, Gujarat and Baddi Units, Himachal Pradesh respectively.

### 13. Auditors' Report.

No qualification, reservation or adverse remark or disclaimer has been made by the Auditors in their Auditors' Report for the year 2019-20.

### 14. Share Capital.

During the year under review, the Company has not issued any securities nor has granted any stock option or sweat equity.

### 15. Annual Return.

As per latest amendment in section 92 of the Companies Act, 2013, a copy of annual return will be displayed on Company's web site i.e. www.gagl.net after filing annual return on completion of ensuing Annual General Meeting with the Registrar of Companies within the time stipulated in said section 92 of Act.

### 16. Conservation of energy, technology absorption and foreign exchange earnings and outgo.

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are attached herewith **(Annexure-A)**.

### 17. Corporate Social Responsibility (CSR).

The details on the CSR activities are enclosed as **(Annexure-B)**.

### 18. Directors.

#### A) Changes in Directors and Key Managerial Personnel (KMP):

During the financial year 2019-2020 there was no change in Directors of the Company except Key Managerial Personnel:

Sr. No.	Name of Key Managerial Personnel	Designation	Category	Date of Appointment	Date of Cessation
1.	Ms. Snehal Atulkumar Chokshi	Company Secretary	KMP	01.06.2018	31.08.2019
2.	Mr. Abhishek Misra	Company Secretary & Compliance Officer Designated as Manager Secretarial and Legal	KMP	13.11.2019	--

#### B) Declaration by an Independent Director(s):

Declarations by Mr. Rajendra Prasad Sinha, Mr. Ravikant Dhawan, Mr. Pradeep Kumar and Mr. Purshotam Lal Sharma, Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 have been given.

The Board of Directors declares that the Independent Directors Mr. Rajendra Prasad Sinha, Mr. Ravikant Dhawan, Mr. Pradeep Kumar and Mr. Purshotam Lal Sharma in the opinion of the Board are:

- persons of integrity and they possess relevant expertise and experience;
- not a promoter of the Company or its holding, subsidiary or associate company;
- not related to promoters or directors of the company, or its holding, subsidiary or associate company;
- have/had no pecuniary relationship with the company, its holding or subsidiary or associate company or promoters or directors of the said companies during the two immediately preceding financial years or during the current financial year;