

TECHNO FORGE LIMITED

CIN: L28910GJ1979PLC003508

Registered Address: 1022, GIDC Estate, Ankleshwar, Bharuch, Gujarat- 390002

Correspondence Address: C 201, Embassy Appt., Near Ketav Petrol pump, Ambawadi, Ahmedabad – 380015

Email ID: ipbhavishah@gmail.com, technoforgeltd@gmail.com | **Contact No:** 079-26566577

NOTICE OF THE 44TH ANNUAL GENERAL MEETING

Techno Forge Limited is under Corporate Insolvency Resolution Process (CIRP) of the Insolvency and Bankruptcy Code 2016 (IBC) in terms of Order passed by the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench with effect from 2nd July, 2020. CA Bhavi Shreyans Shah has been appointed as Interim Resolution Professional by NCLT vide its Order dated 2nd July, 2020. The members of the CoC have in their first meeting dated 04th August, 2021 continued CA Bhavi Shreyans Shah as the Resolution Professional ("RP") in accordance with section 22 of the Insolvency and Bankruptcy Code 2016 (IBC). The Resolution Plan submitted jointly by Mr. Arun Kapasi, Mr. Ashok Kapasi and Mr. Vikram Kapasi was duly approved by the members of the Committee of Creditors in their 11th meeting dated 28th October, 2021. An application for approval of such Resolution Plan jointly submitted by Mr. Arun Kapasi, Mr. Ashok Kapasi and Mr. Vikram Kapasi was filed before Hon'ble NCLT for the necessary approval, however the adjudication on the same is pending.

The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the Resolution professional ("RP"). In view hereof, Annual General Meeting is being called and convened by the Order of Resolution Professional, CA Bhavi Shreyans Shah.

Notice is hereby given that the Annual General Meeting of the members of Techno Forge Limited (IN CIRP) a company under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016 will be held on Saturday, 30th September, 2023 at 04.30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements including Audited Profit & Loss Account for the year ended 31st March 2023, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri Aroon Kapasi, who retires by rotation and being eligible, offers himself for re-appointment.

For Techno Forge Limited (In CIRP)

Sd/-

Bhavi Shreyans Shah

Resolution Professional

IP Reg. No: IBBI/IPA-001/IP-IP-P00915/217-18/11521

AFA Valid up to: 13.11.2023

Date: 02-09-2023

Place: Ahmedabad

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IMPORTANT NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM.
2. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e 1022, G.I.D.C Estate, Ankleshwar, Gujarat- 393 002 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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.

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7. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. In compliance with the aforesaid MCA Circulars Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to all members of the company whose email addresses are registered with the company/ Depositories. Members may note that Notice and Annual Report 2022-23 has been uploaded on the website of the company at www.technoforgeindia.com. The AGM Notice is also available on the website of Linkstar Infosys Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://evotingforibc.com>
9. Members whose names appear on the Register of Members will be considered for the purpose of voting. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility to its Members whose names appear on Register of Members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by the E-voting Service Provider. Any query/grievances related to the e-voting may be addressed Mr. Dixit Prajapati, Linkstar Infosys Private Limited, 9C, Vardan Complex, Near Lakhudi Circle, Navrangpura, Ahmedabad - 380009, e-mail: info@evotingforibc.com, contact details: 7874138237.
10. The documents referred to in the Notice will be available for electronic inspection, without payment of any fee by the Members, from the date of circulation of this Notice up to the date of AGM, i.e. Saturday, 30th September, 2023. Members seeking to inspect such documents can send an email to technoforgeltd@gmail.com with the subject line "Techno Forge Limited 44th AGM".

Book closure:

The Register of Members and the Share Transfer Books of the Company will remain closed on Sunday, 24th September, 2023 to Saturday, 30th September, 2023 (Both days Inclusive) for the purpose of Annual General Meeting.

Record Date (Cut Off Date)

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Saturday, the 23rd September, 2023 ("the cut-off date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

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Declaration of voting result:

1. The Resolution Professional of the company has appointed Ms. Anisha Jhunjhunwala (Proprietor of Anisha Jhunjhunwala & Associates, Practicing Company Secretaries) as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by her in writing, who shall countersign the same.
3. The result declared along with the Scrutinizer's Report shall be placed on the website of the Resolution Professional ("RP") i.e <https://sunresolution.in>

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INSTRUCTIONS FOR REMOTE E-VOTING:

The remote e-voting period begins on Wednesday, September 27th, 2023 at 9:00 A.M. and ends on Friday, September 29th 2023 at 5:00 P.M. The remote e-voting module shall be disabled by LIPL (Linkstar Infosys Private Limited) for voting thereafter.

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time the Company is pleased to provide shareholders facility to exercise their right to vote by electronic means.

- a. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the 44th AGM (“remote e-voting”) will be provided by Linkstar Infosys Private Limited.
- b. The facility for voting, through electronic voting system shall also be made available at the 44th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the 44th AGM.
- c. The Company has appointed Ms. Anisha Jhunjhunwala (Proprietor of Anisha Jhunjhunwala & Associates.), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the 44th AGM in a fair and transparent manner. Scrutinizer will submit his report to the Chairman of the meeting not later than two (2) days of conclusion of the AGM of the Company. The result with the Scrutinizer’s Report will be announced and displayed at the Registered Office.

The said result would be available on the website of the Resolution Professional (“RP”) i.e <https://sunresolution.in> and of Linkstar Infosys Private Limited.

- d. The voting period begins on Wednesday, September 27th, 2023 at 9:00 A.M. and ends on Friday, September 29th 2023 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 i.e., 23rd September 2023 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting after 5.00 p.m. on 29th September, 2023.
- e. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. 23rd September 2023.

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Process for E-voting:

1. Go to the home page <https://evotingforibc.com> and click on Members log in.
2. Enter User Id and CAPTCHA and click on Continue. User ID and password will be sent by Linkstar Infosys Private Limited through email to the registered e-mail id of member. Thereafter enter the password provided in the e-mail
3. You will be directed on the following page of Member Voting Screen. The EVSN will be shown here once the E-voting schedule starts. Click on EVSN Number for starting e-voting process.
4. After clicking on EVSN number, member will be directed to the voting window. Member can see number of resolutions for which the vote is to be cast. By clicking on View Details the member will be able to see the PDF file of resolutions which are to be voted.
5. Now member will have to cast the vote either assent (yes) or dissent (no) against each resolution. If member want to either assent on all resolution or dissent on all the resolutions, he can select either assent or dissent from the header. After selecting the resolution, click on Continue.
6. After clicking on continue, member still has option to modify the vote. If member wish to modify the vote, then he has to click on Modify. Otherwise, click on Submit for final submission of vote cast.
7. After submitting the resolution, new dialogue box will open and member has to click on OK, to record the vote.
8. By clicking on OK member will get another dialogue box stating “Thank you! Your vote has been cast successfully.”
9. After casting the vote, member will be given an option to print the vote which is been cast by the member. Member can save the same for future reference and can take the printout for documentation.

E-mail reminders to the members.

Member will get Log-in ID and password from Linkstar Infosys Private Limited (“LIPL”) once the resolution and members’ detail uploaded by the scrutinizer is approved by admin at Linkstar Infosys Private Limited.

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**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM
(VENUE VOTING) ARE AS UNDER: -
(VENUE VOTING TO BE HELD ON SEPTEMBER 29th, 2023 DURING AGM)**

1. The procedure for Venue Voting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote E-Voting will be eligible to attend the AGM and participate there at. However, they will not be eligible to vote again at the AGM. In case any Member who had voted through Remote E-voting, casts his vote again at the Venue Voting, then the Votes cast at the venue voting shall be considered as Invalid.
4. Members are requested to follow the instructions, if any, provided during the currency of the AGM for Venue Voting.
5. The details of the person who may be contacted for any grievances connected with the facility for e-voting (venue voting) shall be the same person mentioned for Remote e-voting

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

1. Login credentials/ invitation link to attend the Annual General Meeting Members will be send to those members whose email IDs are registered with the Company, those members whose e-mail id are not registered are requested to registered their email id be sending the request mail to the Company on official mail id i.e technoforgeltd@gmail.com.
2. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. In case of Android/IOS connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. 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.
6. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation, which will be sent to the eligible applicants.
7. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
8. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through Zoom. **The link for VC/OAVM is**
Link:
<https://us06web.zoom.us/j/8769623984?pwd=c3VJU21ObEV6VDBHY1Uvd2w5NVpjdz09>
Meeting ID: 876 962 3984
Passcode: 1234

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9. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
10. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
11. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
12. Shareholders may express their views/ask questions during the Meeting or submit their questions in advance at technoforgeltd@gmail.com
13. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
14. Members who need assistance before or during the AGM, please write an email to technoforgeltd@gmail.com or call at 079-26566577.

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OTHER INFORMATION:

1. Only those shareholders of the Company who are holding shares, shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the AGM, as the case may be. Any person who is not a Member should treat this Notice for information purposes only.
2. The remote e-voting period begins on Wednesday, September 27th, 2023 at 9:00 A.M. and ends on Friday, September 29th 2023 at 5:00 P.M. The remote e-voting module shall be disabled by LIPL for voting thereafter.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
4. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.
5. The Resolution Professional has appointed Anisha Jhunjhunwala (Membership No 51318, COP-20967) Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.
6. The results declared along with the Scrutinizers Report shall be placed on the website of LIPL at <https://evotingforibc.com> and will be sent to the Email Id of the members registered with the company immediately and on the Notice Board of the Company at its registered office after the result is declared.
7. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company.

For Techno Forge Limited (In CIRP)

Sd/-

Bhavi Shreyans Shah

Resolution Professional

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