

# **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](mailto:ipbhavishah@gmail.com), [technoforgeld@gmail.com](mailto:technoforgeld@gmail.com) | Contact No: 079-26566577

## **NOTICE OF THE 42<sup>nd</sup> 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 2<sup>nd</sup> July, 2020. CA Bhavi Shreyans Shah has been appointed as Interim Resolution Professional by NCLT vide its Order dated 2<sup>nd</sup> July, 2020. The members of the CoC have in their first meeting dated 04<sup>th</sup> 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 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 Thursday, 30<sup>th</sup> September, 2021 at 11.00 a.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 2021, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri Ashok Kapasi, who retires by rotation and being eligible, offers himself for re-appointment.

For, Techno Forge Limited (In CIRP)



CA Bhavi S Shah

Resolution Professional

IP Registration No. IBBI/IPA-001/IP-P00915/2017-2018/11521

Place: Ahmedabad

Date: 7<sup>th</sup> September, 2021

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## **BOOK CLOSURE**

The Register of Members and the Share Transfer Books of the Company will remain closed on Thursday, 23<sup>rd</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (Both days Inclusive).

## **CUT OF DATE**

A person whose name is recorded in the register of members of the Company, Wednesday, 22<sup>nd</sup> September, 2021 (“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.

## **IMPORTANT NOTES**

1. In view of the massive outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs has allowed companies to conducting of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OVAM), and dispended the physical presence of the members at the meeting. In view of the current situation, Ministry of Corporate Affairs had issued vide its Circular No. 14/2020 dated 8th April, 2020, Circular 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020 and Circular No. 02/2021 dated January 13,2021 (collectively referred to as “MCA Circulars”) prescribing procedure of and manner of conducting Annual General Meeting through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the 42<sup>nd</sup> AGM of the company will be held through VC / OAVM.
2. Pursuant to the provisions of the circulars of MCA on the VC/OAVM (e-AGM):
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate there at and cast their votes.

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3. 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.
4. 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.
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. In compliance with the aforesaid MCA Circulars Notice of AGM along with Annual Report 2020-21 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 2020-21 has been uploaded on the website of the company at [www.technoforgeindia.com](http://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>
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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](mailto:info@evotingforibc.com), contact details: 7874138237.

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9. The Meeting shall be deemed to be held at the Registered office of the Company at 1022, G.I.D.C Estate, Ankleshwar, Gujarat- 393 002
  
10. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.

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. Thursday, 30<sup>th</sup> September, 2021. Members seeking to inspect such documents can send an email to [technoforgeltd@gmail.com](mailto:technoforgeltd@gmail.com) with the subject line "Techno Forge Limited 42<sup>nd</sup> AGM".

## **INSTRUCTIONS FOR REMOTE E-VOTING:**

The remote e-voting period begins on Monday, September 27<sup>th</sup>, 2021 at 9:00 A.M. and ends on Wednesday, September 29<sup>th</sup> 2021 at 5:00 P.M. The remote e-voting module shall be disabled by LIPL (Linkstar Infosys Private Limited) for voting thereafter.

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.

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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 30<sup>th</sup> 2021 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

## **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](mailto:technoforgeltd@gmail.com).

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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/Iphone 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 <https://us02web.zoom.us/j/86793642076?pwd=OWxKTmZXWEplNFhLd09oRGl4VXFFQT09>
9. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

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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](mailto: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](mailto:technoforgeltd@gmail.com) or call at 079-26566577.

## **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 Monday, September 27<sup>th</sup>, 2021 at 9:00 A.M. and ends on Wednesday, September 29<sup>th</sup> 2021 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.



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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 General Circular 17/2020 dated April 13, 2020, 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)**



**Place: Ahmedabad**

**Date: 7<sup>th</sup> September, 2021**

**CA Bhavi S Shah**

**Resolution Professional**

**IP Registration No. IBBI/IPA-001/IP-P00915/2017-2018/11521**