

HARIG CRANKSHAFTS LIMITED

CIN:- L35999UP1983PLC026603, Website:www.harigcrankshafts.com

Regdoffice:- C-49, Noida Phase-II, Noida, Gautam Budh Nagar, Uttar Pradesh-201305

Email Id:-harig@harigcrankshafts.com; GSTIN: 09AAACH1275R2Z2, Phone no.-9818105480

NOTICE OF 1ST ANNUAL GENERAL MEETING

To,

The Member(s)

Harig Crankshafts Limited

NOTICE is hereby given that the 1ST (Post completion of Corporate Insolvency Resolution Process) Annual General Meeting (AGM) of the members of **Harig Crankshafts Limited** (“the Company”) will be held on Monday, December 30, 2024 at **12:00 P.M.** at **Great Value Sharanam Club GH - 02, Sector 107, Noida-201301, Uttar Pradesh, India** to transact the following businesses as set out herein:

ORDINARY BUSINESSES:

Item no. 1: To appoint M/s. Rajat Associates, Chartered Accountants (FRN: 001885C) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for a first term of five year

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Rajat Associates, Chartered Accountants (FRN: 001885C) , who being eligible, be and are hereby appointed as the Statutory Auditors for a period of five (5) years, i.e., from FY 2011-12 to 2015-16 at such remuneration and terms and conditions mentioned in the Explanatory Statement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. and necessary filings with appropriate authorities without being required to seek any further consent or approval of the members of the Company.”

Item no. 2: To appoint M/s. Rajat Associates, Chartered Accountants (FRN: 001885C) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for second term of five year

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To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Rajat Associates, Chartered Accountants (FRN: 001885C) , who being eligible, be and are hereby appointed as the Statutory Auditors for a period of five (5) years, i.e., from FY 2016-17 to 2020-21 at such remuneration and terms and conditions mentioned in the Explanatory Statement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. and necessary filings with appropriate authorities without being required to seek any further consent or approval of the members of the Company.”

Item no. 3: To appoint M/s. M.B. Gupta &Co, Chartered Accountants (FRN: 006928N) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for first term of five year

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. M.B. Gupta & Co, Chartered Accountants (FRN: 006928N), who being eligible, be and are hereby appointed as the Statutory Auditors for a period of five (5) years, i.e., from FY 2021-22 to 2025-26, in place of the retiring Auditor i.e. M/s. Rajat Associates, Chartered Accountants (FRN: 001885C), at such remuneration and terms and conditions mentioned in the Explanatory Statement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to

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implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. and necessary filings with appropriate authorities without being required to seek any further consent or approval of the members of the Company.”

Item No. 4: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

SPECIAL BUSINESSES:

Item no. 5: To appoint Mr. Lalit Kumar (DIN: 07990864) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Regulation 16, 17 and 25 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of the Company, Mr. Lalit Kumar (DIN: 07990864) ,who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who was appointed as an Additional Director in the category of Independent Director w.e.f. May 17,2024 and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 17, 2024 and upto May 16, 2029 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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Item no. 6: To appoint Mr. Rajveer Singh (DIN: 08854539) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Regulation 16, 17 and 25 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of the Company, Mr. Rajveer Singh (DIN: 08854539), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who was appointed as an Additional Director in the category of Independent Director w.e.f. May 17, 2024 and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 17, 2024 and upto May 16, 2029 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item no. 7: To appoint Mrs. Pragya Agarwal (DIN: 00093526) as a Non-Executive - Non Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, subject to Articles of Association of the Company, Mrs. Pragya Agarwal (DIN: 00093526), who was appointed as an Additional Non-Executive Non -Independent Director w.e.f. May 17, 2024 and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary and expedient for giving effect to this Resolution.”

Item no. 8: Appointment of Mr. Manoj Agarwal (DIN: 00093633) as Managing Director cum Chairperson of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 152,161 and any other applicable provisions of the Companies Act ,2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, subject to Articles of Association of the Company, Mr. Manoj Agarwal (DIN: 00093633) ,who was appointed as an Additional Non -Independent Director w.e.f. May 17, 2024 and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of the Section(s)152, 196, 203 and all other applicable provisions of the Companies Act,2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder including any statutory modifications or re-enactment thereof for the time being in force, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to Articles of Association of the Company, Mr. Manoj Agarwal (DIN: 00093633), be and is hereby appointed as Managing Director and Chairperson of the Company, liable to retire by rotation, to hold office for the period of 5 (five) years w.e.f. May 17, 2024 on such terms and conditions, as detailed in explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or modify the terms and conditions of the appointment including not to limited to revision in remuneration within the limits specified under the Act and to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient, or desirable, in order to give effect to this Resolution.”

Item no. 9: Increase in borrowing limits under Section 180 of the Companies Act, 2013

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company; the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee or delegation thereof), to borrow money exceeding the aggregate of the paid up share capital of the

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Company ,its free reserves and securities premium account, , on such terms and conditions as the Board may deem fit from time to time provided that the total amount up to which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed the sum of Rs.100 crores (Rupees Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be , to settle all questions and difficulties in connection with the sale without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

Item no. 10: Creation of mortgage or charge on the assets, properties or undertaking(s) of the Company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee or delegation thereof)to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ ‘A’ Ordinary Shares and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 100 crores (Rupees Hundred Crores only)or the aggregate of the paid up capital ,free reserves and securities premium account of the Company, whichever is higher.

RESOLVED FURTHER THAT Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be , to settle all questions and difficulties in connection with the sale without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

Item no. 11: Increase of limits under Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

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“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an aggregate amount not exceeding Rs. 50 crores (Rupees Fifty Crores only) outstanding at any time over and above the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be , to settle all questions and difficulties in connection with the sale without requiring to seek any further approval of the shareholders and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

By Order of the Board of Directors

Place: New Delhi

Date: 07.12.2024

For Harig Crankshafts Limited

Komal Agarwal

Company Secretary

**Regd. Off.: C-49, Noida Phase-II, Gautam
Budh Nagar, Uttar Pradesh-201305**

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NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013, as amended, Secretarial Standard on General Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”), an explanatory statement setting out the material facts concerning the special business as set out in Notice forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy (Proxy Form), in order to be effective, must be lodged/deposited, duly completed and signed, at the Registered Office of the Company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11, which is annexed herewith.

The proxy holder shall prove his / her identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days’ notice in writing is given to the Company.

3. Corporate Members intending to send their authorized representatives to attend the AGM pursuant to section 113 of the Companies Act, 2013 are requested to submit a Certified True Copy of the Board Resolution/Power of Attorney together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM or through email at harig@harigcrankshafts.com.
4. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/ 2021/655 dated November 3, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. A

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copy of such forms can be downloaded from the website of the Company at www.harigcrankshafts.com.

- Members may please note that the SEBI vide its Circular dated January 25, 2022, has mandated for listed companies to issue securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c)Renewal / Exchange of securities certificate; (d) Endorsement; (e) Sub-division / Splitting of securities certificate; (f)Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition.

Member are requested to make service requests by submitting a duly filled and signed Form(s) as applicable to them, in the format available on the website of the Company as well as our RTA. The RTA after verification of such request shall issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), and the concerned shareholders would be required to dematerialise their shares within 120 days from the date of issuance of 'Letter of Confirmation'.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

- In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
- In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 (available on the website of the Company i.e www.harigcrankshafts.com) to the Company/RTA in case shares are held in physical form and to their respective depository participant, if held in electronic form.
- (a) This Notice is being sent to all the members whose name appears as onFriday, December 6, 2024in the Register of Members or beneficial owner as received from M/s Beetal Financial & Computer Services (P) Limited, the Registrar and Transfer Agent of the Company or the Depositories, respectively.

(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the closing time of Monday, December 23, 2024, **being the cut-off date**. Members are eligible to cast vote electronically only if they are holding shares as on that date. A person who is not a member as on the cut-off date shall treat this notice for information purpose only. All the members as on the cut-off date as well as date of AGM shall have right to attend the AGM.

- Member(s) holding shares in physical form are requested to notify the Company at its head office or Company's Registrar and Transfer Agent (RTA), M/s Beetal Financial & Computer

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Services (P) Limited at its office at Beetal House, 3rd Floor
99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi- 110062; phone 011- 2996 1281-83 and Email Id: beetal@beetalfinancial.com of
any change in their addresses/Bank Mandates, National Electronic Clearing Service (NECS),
Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers and e-mail
ids.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. All relevant documents referred to in the accompanying Notice, as well as Annual Report are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10:00 A.M. to 1:00 P.M. upto the date of AGM as well as at the venue of AGM.
12. Electronic copy of the notice and the annual report for the year 2023-24scrutiis being sent to members whose email addresses are registered with the Company/ depository participants for communication purpose unless any member has requested for a hard copy of the same. The members who have not registered their email addresses, physical copies of the same are being sent in the permitted mode.
13. Members are requested to send their queries concerning the financial statements and operations of the Company at least 10 days before the date of AGM to the Company Secretary at its Registered Office/Head office or by sending an email to harig@harigcrankshafts.com so that information can be made available at the meeting.
14. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folio together with the share certificates for consolidating their shareholding in one folio.
15. Member(s) may also note that in line with the MCA Circulars and SEBI Circular, the Notice of the AGM and Annual Report for Financial Year 2023-24will be available on the website of the Company at www.harigcrankshafts.com, on the website of Stock Exchange i.e BSE Limited at www.bseindia.comand on the website of NSDL <https://www.evoting.nsdl.com/>.
16. Attendance slip and the route map showing directions to reach the venue of the AGM is enclosed asper the requirements of Secretarial Standard-2 of “General Meetings.”

17. Voting by Members:

The voting for the agenda items as set forth in the Notice shall be done in the following manner:

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- a) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below.
- b) At the venue of AGM, voting shall be done through Ballot Paper and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) Voting through Electronic means

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide the facility to members to exercise their right to vote on resolutions set forth in this notice by electronic means from a place other than venue of the AGM (“remote e-voting”). The Company has engaged the services of National Securities Depository Limited (NSDL) in respect of all the business to be transacted at the aforesaid AGM of the Company. However, it may be noted that E-voting is optional.

Members holding shares in either physical or dematerialized form as on **Monday, December 23, 2024** may cast their votes electronically. The remote e-voting period will commence on **Friday, December 27, 2024 (9:00 am) and ends on Sunday, December 29, 2024(5:00 pm)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

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advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeASuser can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteendigit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat	16 Digit Beneficiary ID

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account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now, you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to harig@harigcrankshafts.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self- attested scanned copy of Aadhaar Card) to harig@harigcrankshafts.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Important Instructions

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested

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- specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cshanda.associates@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 4430 or send a request to Ms. Soni Singh, Assistant Manager atevoting@nsdl.co.in
 4. If any member has any problem/ query regarding e-voting then he/she may contact the following person:
Name: Komal Agarwal
Designation: Company Secretary & Compliance Officer
Address: C-49, Noida Phase-II, Gautam
Budh Nagar, Uttar Pradesh-20130
E-mail id: harig@harigcrankshafts.com
Phone No.:9818105480
 5. The member can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communications(s).

(II) Voting Through Ballot Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of AGM. The voting at the venue of the AGM shall be done through the Ballot Papers and Members attending the AGM shall be able to exercise their voting right at the meeting through Ballot Papers. After the agenda items have been discussed, the Chairman will instruct the scrutinizer to initiate the process of voting on the all resolutions through Ballot Papers. The Ballot Papers will be issued to the Shareholders/Proxy holders/ Authorised Representatives present at the AGM. The shareholder may exercise their right of vote by tick marking as (√) against ‘FOR’ and ‘AGAINST’ as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

18. General Instructions / information for members for voting on the Resolutions:

- i. Facility of voting through Ballot paper shall be made available at the meeting. Members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

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- ii. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to vote again at the AGM.
 - iii. The voting rights of the shareholders (for voting through remote e-voting or by Ballot paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 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 the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM.
 - iv. Any person, who acquires shares and become the member of the Company after dispatch of the Notice of AGM and holding shares as on the closing of cut-off date i.e. December 23, 2024, may obtain their login/user ID and password for e-voting from National Securities Depository Limited (NSDL) by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot user Details / password” option available on www.evoting.nsdl.com.
 - v. CS Lovneet Handa (COP No. 10753), the Practicing Company Secretary, has been appointed by the Board of Directors of the Company to act as the Scrutinizer to scrutinize the remote e-voting process as well as voting at AGM, in a fair and transparent manner.
19. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of atleast two persons not in the employment of the Company and shall make, not later than 2 working days 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 so authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
20. The results declared along with the Scrutinizer’s Report shall displayed on the Notice Board of the Company at its Registered Office and its Head Office and same shall be placed on the Company’s website www.harigcrankshafts.com and on the website of NSDL<https://www.evoting.nsdl.com>/immediately after the results are declared by the Chairman or a person authorised by him and the same shall also be simultaneously communicated to BSE Limited, the Stock Exchange, where the equity shares of the Company are listed.
21. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting.
22. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip, which is annexed to the proxy form along with the copy of the Annual Report to the meeting.

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

Item Nos. 01 to 03

This is to inform you that due to financial distress, the Company entered the Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC) in 2023. As a result, the Resolution Professional invited Resolution Plans. The Resolution Plan submitted by Palika Towns LLP (the "Resolution Applicant") was approved by the majority of the Committee of Creditors and the Hon'ble NCLT, Allahabad Bench, on October 20, 2023, and April 17, 2024, respectively.

During the interim period Mr. Saurabh Chawla, the Insolvency Resolution Professional, by his letter dated August 31, 2023, appointed M/s S N Nanda & Co., Chartered Accountants (FRN: 000685N), as the Statutory Auditor of the Company for a term of ten (10) years. However, they resigned on July 31, 2024, without completing the statutory audits for the relevant financial years.

While the Company is under no obligation to prepare audited financial statements of Company for period prior to approval of resolution plan by the Hon'ble NCLT, Allahabad Bench. But in order to prepare financial statements for FY 2023-24, the figures of previous financial statements need to be audited. Further, the new management though it fit for various other reasons to get the financial statements audited.

Accordingly post resignation of M/s S N Nanda & Co., Chartered Accountants , on October 15, 2024, the Audit Committee reviewed and evaluated the proposal to appoint M/s Rajat Associates, Chartered Accountants (FRN: 001885C), as Statutory Auditors. The Committee assessed criteria such as audit experience within the Company's business sectors, firm standing, clientele, and technical expertise. M/s Rajat Associates has affirmed compliance with the independence and eligibility requirements per applicable laws. Given this, the Audit Committee recommended their appointment.

Based on the Audit Committee's recommendation and subject to shareholder approval, the Board of Directors approved M/s Rajat Associates, Chartered Accountants (FRN: 001885C), as Statutory Auditors for two consecutive five-year terms to conduct the audit for the financial years from 2011-12 to 2020-21. The audit and limited review fee for undertaking audit and limited review of financial results for the aforementioned period is fixed at Rs. 25,000 per year excluding applicable taxes, with necessary adjustments subject to Board and Audit Committee approval.

Also, since M/s Rajat Associates, Chartered Accountants (FRN: 001885C) is not eligible for another re-appointment after FY 2020-21 in terms of Section 139 of the Companies Act, 2013, accordingly, in the same meeting, Based on the Audit Committee's recommendation and subject to shareholder approval, the Board of Directors approved the appointment of M/s M.B. Gupta & Co., Chartered Accountants (FRN: 006928N), as Statutory Auditors for first term of five years to conduct the audit for the financial years from 2021-22 to 2025-26. The audit and limited review fee for undertaking audit and limited review of financial results for the aforementioned period is fixed at Rs. One Lakh per year excluding applicable taxes, with necessary adjustments subject to Board and Audit Committee approval.

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In addition to audit services, M/s Rajat Associates and M/s M.B. Gupta & Co.will provide certifications as required under statutory regulations, client requests, bank requirements, and other permissible non-audit services, with separate remuneration for these services as approved by the Board and Audit Committee. The proposed audit fee is comparable to that of the previous auditors.

The Board recommends passing of Resolutions under Item Nos. 1, 2 and 3 in the accompanying Notice as Ordinary Resolutions. None of the Directors or Key Managerial Personnel, or their relatives, are interested in these Resolutions. The Board recommends shareholder approval of these Resolutions as Ordinary Resolutions.

Profile of Statutory Auditors:

M/s Rajat Associates, Chartered Accountants

Established on November 2, 1982, Rajat Associates is a premier Chartered Accountancy Firm with expertise in Direct Tax, GST, Auditing (including Statutory, Concurrent, Tax, Internal, and Forensic Audits), Accounting, Corporate Insolvency Resolution, Business Valuation, and more. Their clientele includes public sector undertakings and multinational corporations, with extensive experience serving major banks through various audits and advisory services. With over four decades of experience, Rajat Associates brings exceptional proficiency to every engagement.

M/s M.B. Gupta & Co., Chartered Accountants

M B Gupta & Co is a Chartered Accountant (firm in Noida) duly registered with The Institute of Chartered Accountants of India (ICAI) holding an experience of more than 25 years.

The Firm had a vast experience in the field of Statutory Audit Services Business Advisory & Management Consulting Services Corporate Law Advisory Services Corporate Finance Direct & Indirect Tax Advisory Services Business Process Outsourcing.

The Firm is also having a rich experience in internal / concurrent audit of companies and Bank Audit etc.The documents referred to in this resolution are open from public inspection from the date of dispatch of the notice until the date of the meeting at the registered office of the Company on all working days from 11:am to 1:00 pm. Prior notice is required for availing the inspection.

Item No(s). 05 and 06

This is to inform you that due to financial distress, the Company entered the Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC) in 2023. As a result, the Resolution Professional invited Resolution Plans. The Resolution Plan submitted by Palika Towns LLP (the "Resolution Applicant") was approved by the majority of the Committee of Creditors and the Hon'ble NCLT, Allahabad Bench, on October 20, 2023, and April 17, 2024, respectively. As per the Resolution Plan, the Board of Company needs to be reconstituted

Accordingly, the Monitoring Committee has appointed, Mr. Lalit Kumar (DIN: 07990864) and Mr. Rajveer Singh (DIN: 08854539) as an Additional Director and designated as the Independent Directors of the Company for a term of 5consecutive years with effect from May17, 2024 and uptoMay 16, 2029.

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The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Lalit Kumar (DIN: 07990864) and Mr. Rajveer Singh (DIN: 08854539) for the office of Director of the Company. Both directors are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Further, they are also not debarred from appointment by any order of SEBI or any other authority.

The Company has received various declarations/ confirmations from both directors including that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). They does not have any shareholding in the Company.

In the opinion of the Nomination and Remuneration and the Board and based upon the declaration of the appointee, both directors fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and having the requisite skills, experience and capabilities required for their role i.e. Management, Finance, Law Industry etc.

Details as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

Except Mr. Lalit Kumar (DIN: 07990864) and Mr. Rajveer Singh (DIN: 08854539), being the appointees, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors of the Company recommends the resolution set out in Item Nos. 5 & 6 in the accompanying Notice for approval by the Members as a Special Resolutions.

Item No. 07

This is to inform you that due to financial distress, the Company entered the Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC) in 2023. As a result, the Resolution Professional invited Resolution Plans. The Resolution Plan submitted by Palika Towns LLP (the "Resolution Applicant") was approved by the majority of the Committee of Creditors and the Hon'ble NCLT, Allahabad Bench, on October 20, 2023, and April 17, 2024, respectively. As per the Resolution Plan, the Board of Company needs to be reconstituted

Accordingly, the Monitoring Committee has appointed Mrs. Pragya Agarwal (DIN: 00093526) as an Additional Non-Executive Non-Independent Director w.e.f. May17, 2024.

Mrs. Pragya Agarwal has conveyed her consent to act as a director, and the Company has also received other necessary disclosures from them. Both of them are not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority. Further, pursuant to the provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mrs. Pragya Agarwal as a Director.

She is not disqualified from being appointed as Director and has given her consent to act as Director. Further, she is not debarred from appointment by any order of SEBI or any other authority.

HARIG CRANKSHAFTS LIMITED

CIN:- L35999UP1983PLC026603, Website:www.harigcrankshafts.com

Regdoffice:- C-49, Noida Phase-II, Noida, Gautam Budh Nagar, Uttar Pradesh-201305

Email Id:-harig@harigcrankshafts.com; GSTIN: 09AAACH1275R2Z2, Phone no.-9818105480

Details as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

Except Mr. Manoj Agarwal, being the appointee, Mr. Pragya Agarwal being Spouse of Mr. Manoj Agarwal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors of the Company recommends the resolution set out in Item No. 7 in the accompanying Notice for approval by the Members as an Ordinary Resolution.

Item No. 08

This is to inform you that due to financial distress, the Company entered the Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC) in 2023. As a result, the Resolution Professional invited Resolution Plans. The Resolution Plan submitted by Palika Towns LLP (the "Resolution Applicant") was approved by the majority of the Committee of Creditors and the Hon'ble NCLT, Allahabad Bench, on October 20, 2023, and April 17, 2024, respectively. As per the Resolution Plan, the Board of Company needs to be reconstituted

Accordingly, the Monitoring Committee has appointed Mr. Manoj Agarwal (a person falling under the Promoter/ Promoter Group of the Company) as an Additional Director and subsequently as Managing Director and Chairperson w.e.f., May 17, 2024 for a period of 5 (five) years without any remuneration.

The Company has received notice under Section 160 of the Companies act, 2013 from a member signifying her candidature as a Director of the Company

Being a Managing Director, He shall be vested with powers of management of the Company subject to the supervision and control of the Board of Directors and shall also perform such duties and services as shall be entrusted to him, from time to time, by the Board and his office shall be liable to retire by rotation.

He is not disqualified from being appointed as Director in terms of Section 164 and 196 of the Act and has given his consent to act as Director. Further, he is not debarred from appointment by any order of SEBI or any other authority.

Except Mr. Manoj Agarwal, being the appointee, Mr. Pragya Agarwal being Spouse of Mr. Manoj Agarwal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested in the said resolution, except to the extent of their shareholding, if any.

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Details as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), other requisite information is annexed as Annexure - I hereto, and forms a part of this Notice.

The above may be treated as written memorandum setting out the terms of appointment of Mr. Manoj Agarwal under Section 190 of the Act.

The Board of Directors of the Company recommends the resolution set out in Item No. 8 in the accompanying Notice for approval by the Members as an Ordinary Resolution.

ITEM 9 AND 10:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance via non convertible debentures and other instruments of like nature or by way of loan and other facilities from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals, as may be considered fit.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital ,its free reserves and securities premium account as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

Hence it is proposed to increase the borrowings over and above the aggregate of paid up share capital ,free reserves and securities premium account of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.100 Crores (Rupees One Hundred Crores).

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of it'sauthorised Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary to take the approval of members under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money upto Rs. 100 Crores (Rupees One Hundred Crores) and inter alia, authorise the Board to secure the same by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, as the case may be.

The Board recommends the Special Resolutions as per the accompanying Notice, for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution nos. 9and 10 as set out in the Notice.

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ITEM 11:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.100,00,00,000 (Rupees One Hundred Crores Only) over and above the limit prescribed under Section 186 of the Companies Act, 2013.

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 11 as set out in the Notice.

By Order of the Board of Directors

Place: New Delhi

Date: 07.12.2024

For Harig Crankshafts Limited

Komal Agarwal

Company Secretary

**Regd. Off.: C-49, Noida Phase-II, Gautam
Budh Nagar, Uttar Pradesh-201305**

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Annexure-I

Details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and Secretarial Standard-2

S. N o	Particulars				
	Name of Director	Mr. Lalit Kumar	Mr. Rajveer Singh	Ms. Pragya Agarwal	Mr. Manoj Agarwal
Age	35	41	55	59	
Qualification	M.Com and CS	B.SC and CS	Graduate	Graduate	
Date of first appointment on the Board	17.05.2024	17.05.2024	17.05.2024	17.05.2024	
Experience	10 year	12 year	20 years	20 years	
Brief Resume/Profile	Attached	Attached	Attached	Attached	
Nature of expertise in specific functional areas	Secretarial & Corporate affairs	Secretarial & Corporate affairs	Food, Real Estate and Warehousing	Food, Real Estate and Warehousing	
Names of other Companies in which appointee holds Directorships	List Attached	List Attached	List Attached	List Attached	
Chairman	1. Audit	1.Audit	1. Nomination and	1. Audit Committee-Member	

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	/ Member of the Committee(s) of the Board of Directors of the Company.	Committee-Member 2.Nomination and Remuneration Committee-Member	Committee-Chairman 2.Nomination and Remuneration Committee-Chairman 3.Stakeholder Relationship Committee-Member	Remuneration Committee-Member 2.Stakeholder Relationship Committee-Member	2. Stakeholder Relationship Committee- Member
	Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which the appointee is a director.	Ayushman Infratech Limited 1. Audit Committee-Member 2.Nomination and Remuneration Committee-Member	Ayushman Infratech Limited 1.Audit Committee-Chairman 2.Nomination and Remuneration Committee-Chairman	Ayushman Infratech Limited	Chairperson of Ayushman Infratech Limited Nomination and Remuneration Committee- Member
	Name of the listed entities from which the appointee has resigned	NA	NA	NA	NA

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	in the past three years				
	Relations hip with other Directors / Manager / Key Managerial Personnel.	NA	NA	Spouse of Manoj Agarwal	Spouse of Pragya Agarwal
	Number of shares held in the Company either by the appointee or as a beneficial owner.	NA	NA	NA	NA
	No. of Board Meetings attended during the Year.	NA	NA	NA	NA
	Key Terms and conditions of appointment or re-appointment	As per notice attached	As per notice attached	As per notice attached	As per notice attached
	Remuneration proposed	NA	NA	NA	NA

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	to be Paid				
	Last drawn remuneration	NA	NA NA	NA	NA

Brief Profile of Directors

- Mr. Manoj Agarwal

Mr. Manoj Agarwal is a young, Delhi based, dynamic entrepreneur hailing from a century-old high profile business family and is a founder of Greatvalue Group. He is an entrepreneur by profession and social activist by passion. He has done his graduation from Bangalore University, Bengaluru.

Greatvalue Group has an amazing and diversified portfolio comprising of industries such as Food Processing, Plastics & Packaging, Real Estate and Infrastructure Development and Power apart from his family business of Glassware (Table Ware and bottles)

With a tenure of more than 2 decades with Great Value Group Manoj Agarwal is heading the Group. Along with a spirit of leadership, entrepreneurship, he has great business acumen. He is very sharp, focused, and analytical in his approach and is known as an expert negotiator, smart communicator, and a top class business administrator.

He is serving as Non-Executive Director of Ayushman Infratech Limited, listed on Metropolitan Stock Exchange of India Limited.

- Mrs. Pragya Agarwal

Mrs. Pragya Agarwal is a Co-founder of Greatvalue Group. She came into the Group while it was still a fledgling organization. Along with the founding CMD and other directors, she has successfully grown GreatValue into a large Business Empire.

With her extensive finance and accounting skills and background along with her good understanding of GreatValue's culture and financial & operational needs, she is responsible for creating and implementing the financial and administrative procedures, and systems needed on a daily basis. She works closely with organization's MD to create policies that strengthen financial health and effectiveness of the Group.

She holds a responsible position of a Director and Designated Partner in various Companies and LLP's having experience of more than 20 years of managing business of real estate, food, packaging, IT etc.

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She is serving as managing Director of Ayushman Infratech Limited, listed on Metropolitan Stock Exchange of India Limited.

Mr. Lalit Kumar:

He is born and educated in Uttar Pradesh. He has done post graduation in Commerce in the year 2011 from Chaudhary Charan Singh University and became member of prestigious Institute i.e. "Institute of Company Secretaries of India" in the year 2015.

He is having 10 year of vast experience in Secretarial & Corporate affairs. He is currently serving as Company Secretary and Compliance officer of Oswal Overseas Limited listed on BSE Limited.

He is qualified and registered member in Independent Directors' Databank maintained by IICA.

He is presently serving as Independent Director on the Board of Brahmaputra Infrastructure Ltd, listed on BSE Limited and on the Board of Ayushman Infratech Limited, listed on Metropolitan Stock Exchange of India Limited.

He is also serving as Director on the Board of Addire Beyond Style Private Limited

Mr. Rajveer Singh

He is born and educated in Bikaner, Rajasthan. He has done graduation in science in the year 2005 from Bikaner University and became member of prestigious Institute i.e. "Institute of Company Secretaries of India" in the year 2012.

He is having 12 year of vast experience in Secretarial & Corporate affairs.

He is presently serving as Company Secretary and Compliance officer of RCC Developers Private limited.

He is presently serving as Independent Director on the Board of Ayushman Infratech Limited, listed on Metropolitan Stock Exchange of India Limited.

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FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L35999UP1983PLC026603
Name of the Company	Harig Crankshafts Limited
Registered Office:	C-49, Noida Phase-II, Noida, Gautam Budh Nagar, Uttar Pradesh-201305

Name of the member(s)		E-mail id	
Registered address		Member's Folio No/DP-ID-Client Id	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____
E-mail Id: _____
Address: _____
Signature: _____ or failing him/her
2. Name: _____
E-mail Id: _____
Address: _____
Signature: _____ or failing him/her
3. Name: _____
E-mail Id: _____
Address: _____
Signature: _____ as my/our proxy

to act as my/our proxy and to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting (AGM) of the Company, to be held on December 30, 2024 at 12:00 P.M. at Great Value Sharanam Club GH - 02, Sector 107, Noida-201301, Uttar Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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Res No.	Resolutions	Vote (optional, see the note)	
		For	Against
Ordinary Businesses			
1.	To appoint M/s. Rajat Associates, Chartered Accountants (FRN: 001885C) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for a first term of five year		
2.	To appoint M/s. Rajat Associates, Chartered Accountants (FRN: 001885C) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for second term of five year		
3.	To appoint M/s. M.B. Gupta &Co, Chartered Accountants (FRN: 006928N) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for first term of five year		
4.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon		
Special Businesses			
5.	To appoint Mr. Lalit Kumar (DIN: 07990864) as an Independent Director of the Company (Special Resolution)		
6.	To appoint Mr. Rajveer Singh (DIN: 08854539) as an Independent Director of the Company (Special Resolution)		
7.	To appoint Mrs. Pragya Agarwal (DIN: 00093526) as a Non-Executive - Non Independent Director of the Company (Ordinary Resolution)		
8.	Appointment of Mr. Manoj Agarwal (DIN: 00093633) as Managing Director cum Chairperson of the Company (Ordinary Resolution)		
9.	Increase in borrowing limits under Section 180 of the Companies Act, 2013		
10.	Creation of mortgage or charge on the assets, properties or undertaking(s) of the Company		
11.	Increase of limits under Section 186 of the Companies Act, 2013		

Signed this _____ day of _____ 2024.

Signature of the Shareholder: _____

Signature of the Proxy holder(s) _____

Affix
Revenue
Stamp of
Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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- 2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as He/She may deem appropriate.**

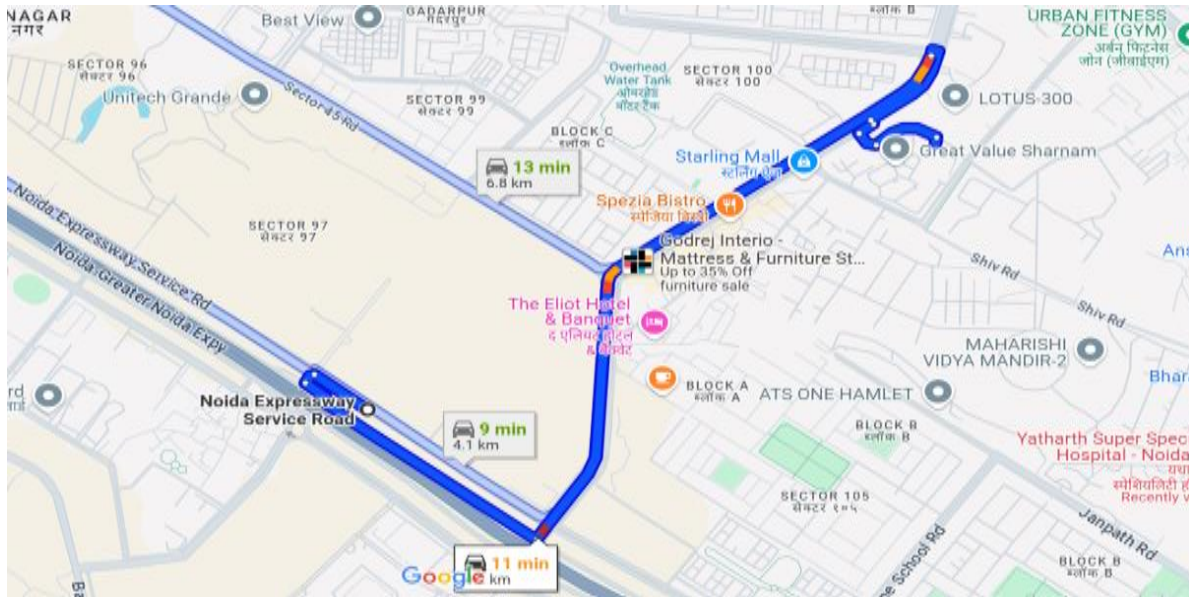
HARIG CRANKSHAFTS LIMITED

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HOW TO REACH AGM VENUE LOCATION MAP



DIN/DPIN
Name of Director

00093633
MANOJ AGARWAL

List of Associated Companies

Sr. No	CIN/FCRN	Company Name
1	L35999UP1983PLC026603	HARIG CRANKSHAFTS LIMITED
2	U45201DL2005PTC136366	GREATVALUE BUILDERS PRIVATE LIMITED
3	U55101HP1996PTC010589	GREATVALUE INDUSTRIES PRIVATE LIMITED
4	U70200DL1982PTC014861	GREATVALUE BUILDTECH PRIVATE LIMITED
5	L45100DL1973PLC006795	AYUSHMAN INFRATECH LIMITED
6	U70100DL2020PTC370466	KADAMBARI EPIC HOMZ PRIVATE LIMITED
7	U70101DL2010PTC207890	KAANHA INFRABUILD PRIVATE LIMITED
8	U70109DL2020PTC369965	TRIVESH REAL ESTATE PRIVATE LIMITED
9	U70109DL2020PTC370552	NIRPEKSH REAL ESTATE PRIVTAE LIMITED
10	U70109DL2021PTC381159	PAYAS INFRACON PRIVATE LIMITED
11	U70200DL2009PTC188056	KS INFRAPROJECTS PRIVATE LIMITED
12	U70200DL2009PTC188193	KANHA PROPMART PRIVATE LIMITED
13	U70200DL2012PTC240494	MURLIDHAR INFRAPROJECTS PRIVATE LIMITED
14	U70200DL2014PTC271234	PAR EXCELLENCE REAL ESTATE PRIVATE LIMITED
15	U72900DL2010PTC207829	PARASNATH COMPUSERVE PRIVATE LIMITED
16	U80900DL2012NPL233939	WORKO FOUNDATION FOR EDUCATION AND RESEARCH
17	U15202DL2004PTC128588	SHREE LALJI ENERGY FOODS PRIVATE LIMITED
18	U15419HP2004PTC008235	VPA FOODS PRIVATE LIMITED

DIN/DPIN
Name of Director

00093526
PRAGYA AGARWAL

List of Associated Companies

Sr. No	CIN/FCRN	Company Name
1	U72900DL2010PTC207829	PARASNATH COMPUSERVE PRIVATE LIMITED
2	L35999UP1983PLC026603	HARIG CRANKSHAFTS LIMITED
3	U15316DL2010PTC210668	GOPESH FOODS PRIVATE LIMITED
4	U15419HP2004PTC008235	VPA FOODS PRIVATE LIMITED
5	U15549DL2010PTC208925	KAANHA AGROTECH PRIVATE LIMITED
6	U55101HP1996PTC010589	GREATVALUE INDUSTRIES PRIVATE LIMITED
7	L45100DL1973PLC006795	AYUSHMAN INFRATECH LIMITED
8	U70100DL2020PTC370466	KADAMBARI EPIC HOMZ PRIVATE LIMITED
9	U70101DL2010PTC207465	GREATVALUE HOMZ PRIVATE LIMITED
10	U70109DL2020PTC369965	TRIVESH REAL ESTATE PRIVATE LIMITED
11	U70109DL2020PTC370552	NIRPEKSH REAL ESTATE PRIVTAE LIMITED
12	U70109DL2021PTC381159	PAYAS INFRACON PRIVATE LIMITED
13	U70200DL2009PTC188193	KANHA PROPMART PRIVATE LIMITED
14	U70200DL2012PTC240494	MURLIDHAR INFRAPROJECTS PRIVATE LIMITED
15	U70200DL2012PTC240842	MURLIDHAR HOUSING PROJECTS PRIVATE LIMITED
16	U70200DL2014PTC271234	PAR EXCELLENCE REAL ESTATE PRIVATE LIMITED

DIN/DPIN

08854539

Name of Director/Designated Partner

RAJVEER SINGH

List of Associated Companies

Sr. No	CIN/FCRN	Company Name
1	L35999UP1983PLC026603	HARIG CRANKSHAFTS LIMITED
2	U74900DL2009PLC194400	SUGS LLOYD LIMITED
3	L45100DL1973PLC006795	AYUSHMAN INFRA TECH LIMITED

DIN/DPIN
Name of Director

07990864
LALIT KUMAR

List of Associated Companies

Sr. No	CIN	Company Name
1	L35999UP1983PLC026603	HARIG CRANKSHAFTS LIMITED
2	U18202UP2017PTC098567	ADDIRE BEYOND STYLE PRIVATE LIMITED
3	L55204DL1998PLC095933	BRAHMAPUTRA INFRASTRUCTURE LIMITED
4	U74999DL2019PTC349215	SARVE BHAVANTU SUKHINAH PRIVATE LIMITED
5	L45100DL1973PLC006795	AYUSHMAN INFRATECH LIMITED
6	U55101HP1996PTC010589	GREATVALUE INDUSTRIES PRIVATE LIMITED