

**Secretarial Compliance Report of  
HIM TEKNOFORGE LIMITED**

(Previously known as GUJARAT AUTOMOTIVE GEARS LIMITED)  
for the year ended 31<sup>st</sup> March, 2024

To,  
The Board of Directors,  
**HIM TEKNOFORGE LIMITED**  
Village Billanwali, Baddi, Solan  
Himachal Pradesh - 173205.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by HIM TEKNOFORGE LIMITED. (hereinafter referred as 'the listed entity'), having its Registered Office at Village Billanwali, Baddi, Solan, Himachal Pradesh - 173205. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

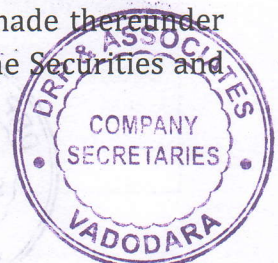
Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Dinesh Mehta, Partner of M/s. DRP & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by HIM TEKNOFORGE LIMITED,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");





The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable as there was no issue of capital during the review period.
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not applicable as there was no buyback of securities during the review period.
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable as there was no Share Based Employee Benefits during the review period.
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations, 2021; -Not applicable as there was no issue and listing of non-convertible and redeemable preference shares during the review period.
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. other regulations as applicable.

and circulars/ guidelines issued thereunder;

Based on the above examination, I/We hereby report that, during the Review Period:

1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

SN	1
Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)	As per Regulation 17(1)(C) of SEBI LODR, the listed entity shall ensure that approval of shareholders for appointment [or re-appointment] of a person on the Board of Directors [or as a manager] is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.
Regulation / Circular No.	Regulation 17(1)(C), Regulation 30 and Schedule III of SEBI LODR
Deviations	Delay in intimation to BSE as per Schedule III.
Action taken by	PCS
Type of Action (Advisory /Clarification /Fine /Show Cause Notice / Warning, etc.)	Advisory
Details of violation	The Company was required to take approval of the shareholders for the appointment of Mrs. Indu Gupta as required under Regulation 17(1)(C) of SEBI LODR which was not taken and accordingly



	she ceased to be a director wef 27/04/2023. The Company has made intimation to Stock Exchange regarding cessation of Director on 23/05/2023.
Fine Amount	NA
Observations / Remarks of the Practicing Company Secretary (PCS)	The Company has taken the corrective actions by intimating to the Stock Exchange regarding cessation of Director on 23/05/2023 and corrected the violation.
Management -Response	<p>The Company was of bonafide belief that appointment of nominee director was not required to be approved by the shareholders within 3 months. However, as soon as it came to the notice of the company by clarification of SEBI in month of April, 2023 the Company has taken the corrective action for the same.</p> <p>The Company has made intimation to Stock Exchange regarding cessation of Director on 23/05/2023.</p>
Remarks	The Company has taken the corrective actions and made all the required compliances as soon as the default was realised.

(b) The listed entity has taken the following action to comply with the observations made in previous reports:

SR. NO.	NA
Observations/ remarks of the Practicing Company Secretary in the previous reports ) (PCS)	NA
Observations made in the secretarial compliance reports for the year ended .....(the years are to be mentioned)	NA
Compliance requirement (regulations/circulars/guidelines including specific clause)	NA
Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity.	NA
Remedial actions, if any, taken by the listed entity	NA
Comments of the PCS on the actions taken by the listed entity	NA

i. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observation /Remarks by PCS
1	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	No Observation / Remark
2	<b>Adoption and timely updation of the Policies:</b>	YES	No Observation





	<ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>		/ Remark
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional Website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	YES	No Observation / Remark
4	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	No Observation / Remark
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	There is no subsidiary of the Company
6	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	No Observation / Remark
7	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	No Observation / Remark
8	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of	YES	No Observation / Remark





	<p>Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>		
9	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	No Observation / Remark
10	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	No Observation / Remark
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	No action taken by SEBI or Stock Exchange	NA
12	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no resignation of the Auditor during the year under review. M/s. PRA & Associates, had been appointed for the second term of 5 years during the AGM held on 29/09/2022





13	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	No Observation / Remark
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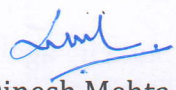
Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

#### **Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Vadodara  
Date: 27/05/2024

Signature:  
DRP & Associates.  
Company Secretaries

  
Dinesh Mehta  
FCS No.8419  
C P No.: 2127  
PR:1204/2021  
UDIN: F008419F000456240

