

**Secretarial compliance report of
HIM TEKNOFORGE LIMITED
(Previously known as GUJARAT AUTOMOTIVE GEARS LIMITED)
for the year ended 31st March, 2020**

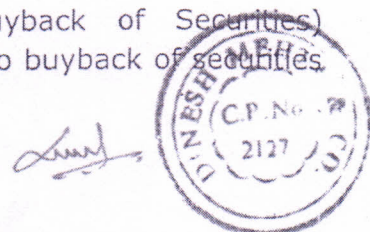
The Board of Directors,
HIM TEKNOFORGE LIMITED
(Formerly known as GUJARAT AUTOMOTIVE GEARS LIMITED)
Village Billanwali, Baddi, Solan
Himachal Pradesh - 173205.

I, Dinesh Mehta, Proprietor of M/s. Dinesh Mehta & Co, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears 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 31st March, 2020 ("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 there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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) Regulations, 2014; - 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 Debt Securities) Regulations, 2008; - Not applicable as there was no issue and listing of debt securities during the review period.
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not applicable as there was no issue and listing of non-convertible and redeemable preference shares during the review period.
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i.(other regulations as applicable)

and circulars/ guidelines issued there under;

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

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

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.

(C)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

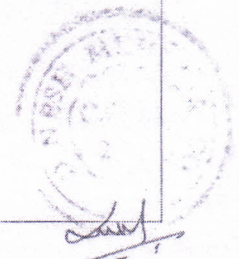
Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.



NIL	NIL	NIL	NIL
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company was in Non-Compliance of Regulation 17 (1) and the BSE has issued notice no. LIST/COMP/Reg. 27(2) & Reg. 17 to 21/Sep-18/505712/960/2018-19 for the same.	The observation is made in the Annual Secretarial Compliance Report for the year ended on 31 st March, 2019	As the BSE had issued notice dated 31 st October, 2018 for Non-Compliance of Regulations 17(1), 18(1), 19(1), 20(2), 21(2) of SEBI (LODR) Regulations, 2015. However, the Company has not violated regulations 18(1), 19(1), 20(2), 21(2) of SEBI (LODR) Regulations, 2015.	The Company had made compliance of Regulation 17(1) and made the composition of Board as per the Provisions of Regulation 17(1) of SEBI (LODR) Regulation, 2015.
2	The Company was in Non-Compliance of Regulation 31(2) - Holding of specified securities and shareholding pattern - Requirement of hundred percent of shareholding of promoter(s) and promoter group in dematerialized form. Promoters of the Company were holding 54.83% (i.e. 4313208 equity shares) of total equity	The observation is made in the Annual Secretarial Compliance Report for the year ended on 31 st March, 2019	The promoters had already applied for dematerialization of shares but the same has not been processed till the end of 31 st March, 2019. The same were processed during the year and all the shares of the promoters are in	The company has complied the Regulation 31(2) and there was not any non-compliance during the financial year ended on 31 st March, 2020



<p>shares (7866016) of the company.</p> <p>Out of total share of promoters, 2.912% (i.e. 125586 equity shares) were held in physical mode and remaining are in demate mode</p>		<p>dematerialize form as on 31st March, 2020</p>	
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(e) As the statutory auditor of the Company has not resigned during the financial year 2019-20, clause 6A and 6B of the Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI are not applicable.

Note: On account of the nationwide lockdown due to COVID 19 Pandemic since 22nd March, 2020 and based on the guidelines issued by the Institute of Company Secretaries of India (ICSI), we conducted the audit of secretarial compliance under Regulation 24A of the Securities and Exchange Board of India (LODR) Regulations, 2015 by way of distant / remote / e-audit process and reviewed all the required documents and records pertaining to the period 1st April, 2019 to 31st March, 2020 through virtual data sharing.

Place: Vadodara
Date: 23/06/2020

Signature:
Dinesh Mehta & Co.,
Company Secretaries



(Handwritten signature)

Dinesh Mehta
FCS No.8419
C P No.: 2127
UDIN: F008419B000370462