

01/2021-2022

NOTICE

In pursuance to Regulation 29 read with Regulation 33 and 34 of SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015 Notice is hereby given that the meeting of the Board of Directors of Him Teknoforge Limited (Formerly known as Gujarat Automotive Gears Limited) will be held on Friday, 11th day of June, 2021 at 12.00 noon at Registered Office of the Company situated at Village Billanwali, Baddi, District Solan, Himachal Pradesh - 173205, to transact the following businesses:-

Sr. No.	Item
1.	To elect Chairman of the meeting.
2.	To grant leave of absence to the Director, if any.
3.	To confirm the minutes of the Previous Board Meeting held on 12.02.2021.
4.	To take note of Action Taken Report of Previous Board of Directors Meeting held on 12.02.2021.
5.	To read and take note of disclosure of interest received from the Directors in Form MBP-1 pursuant to section 184 of the Companies Act, 2013. The Board is informed that in terms of section 184(1) of the Companies Act, 2013, every director shall at the first meeting of Board in every financial year provide the general disclosure of interest in form MBP-1.
6.	To read and take note of declarations received from the Directors in Form DIR-8 under section 164(2) of the Companies Act, 2013. The Board shall take note of DIR-8 received from each Director that they have not incurred any disqualification under section 164(2) from being appointed as a Director.
7.	To take note of declarations by Independent Directors that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

Regd. Office & Works : Village Billanwali, Baddi-173 205, Distt. Solan (Himachal Pradesh), INDIA
Phone : +91-7807777941, 7807777942, Fax : +91-1795-245467, CIN No.: L29130HP1971PLC000904

	<p>Pursuant to section 149(7) every Independent Director at the first meeting of Board of Directors in every financial year gives a declaration that he/she meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013.</p>
8.	<p>To approve draft Balance Sheet, Statement of Profit & Loss along with schedules and notes to accounts and Cash Flow Statement for the year ended on 31.03.2021.</p> <p>The draft Balance Sheet, Statement of Profit & Loss along with schedules and notes to accounts and Cash Flow Statement for the year ended on 31.03.2021 shall be placed before the Board.</p>
9.	<p>To review Auditor's Report received from Statutory Auditors, PRA Associates, Chartered Accountants on Annual Accounts of the Company for the financial year ended on 31.03.2021.</p>
10.	<p>To consider and approve statement of the Audited Financial Results of the Company for the quarter and year ended on 31.03.2021 for submission to Stock Exchange & publishing the same in the Newspaper.</p>
11.	<p>To appoint Secretarial Auditors for the financial year 2020-2021.</p>
12.	<p>To appoint Internal Auditors for the financial year 2021-2022.</p> <p>Pursuant to the provisions Section 138 of the Companies Act, 2013 read with rule 13 of the Company (Accounts) Rules, 2014 all Listed Companies shall require to appoint an internal auditor or firm of internal auditors.</p>
13.	<p>To Appoint Cost Auditor for the financial year 2021-2022.</p> <p>Pursuant to the provisions Section 148 of the Companies Act, 2013 read with the Companies (Cost Records & Audit) Rules, 2014, specified Companies shall require to appoint Cost Auditor.</p>
14.	<p>Related Party Transactions.</p> <p>To take note of omnibus approval, if any, granted by Audit Committee for Related Party Transactions for the Financial Year 2021-2022 and to</p>

	<p>approve the same.</p> <p>The particulars of the above contracts/transactions, if any, will be entered in the Register of Contracts in which Directors are interested and kept in accordance with the provisions of Section 189 of the Companies Act, 2013.</p>																		
15.	<p>Corporate Social Responsibility (CSR).</p> <p>To approve the CSR budget for the financial year 2021-2022.</p> <p>Pursuant to provision of section 135 of Companies Act, 2013, Company is required to spend, in every financial year, at least 2% of the average net profit of the Company made during the three immediately preceding financial years, in pursuance of CSR Policy.</p>																		
16.	<p>To take note of following statement/ report for the quarter ended on 31.03.2021 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 1996:</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Regulation No.</th> <th>Particular</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>13</td> <td>Statement of investors' complaints.</td> </tr> <tr> <td>2</td> <td>17(8)</td> <td>CFO certificate that the financial results do not contain any false or misleading statement or figures and do not omit any material fact.</td> </tr> <tr> <td>3</td> <td>15(2)</td> <td>Corporate Governance Report.</td> </tr> <tr> <td>4</td> <td>31(1)(b)</td> <td>Shareholding Pattern.</td> </tr> <tr> <td>5.</td> <td>55A</td> <td>Reconciliation of Share Capital and Audit Report</td> </tr> </tbody> </table>	S. No.	Regulation No.	Particular	1	13	Statement of investors' complaints.	2	17(8)	CFO certificate that the financial results do not contain any false or misleading statement or figures and do not omit any material fact.	3	15(2)	Corporate Governance Report.	4	31(1)(b)	Shareholding Pattern.	5.	55A	Reconciliation of Share Capital and Audit Report
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17.	<p>to authorise officials for making necessary documentation with District Industries Commissioner, Vadodara for Capital And Interest Subsidies under Gujarat Industrial Policy, 2020 for installed solar project at Vadodara Unit.</p>																		

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18.	To review the working of the Company.
19.	<p>Any other business with the permission of Chairman.</p> <p>Any business not included in agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of the Directors.</p> <p>Further, the Trading Window in respect of dealing in Equity Shares of the Company is already closed for all the Directors, Connected Persons, Designated Employees of the Company and shall open 48 hours after conclusion of the Board Meeting.</p>

For Him Teknoforge Limited

Date: 04.06.2021


Company Secretary

NOTES TO AGENDA FOR BOARD OF DIRECTORS MEETING TO BE HELD ON
11th JUNE, 2021

AGENDA ITEM NO.: 01
TO ELECT CHAIRMAN OF THE MEETING.

In accordance with the provisions of Section 104 of the Companies Act, 2013 the directors present shall elect one amongst them to be the Chairman of the meeting to conduct the proceedings.

AGENDA ITEM NO.: 02
TO GRANT LEAVE OF ABSENCE TO THE DIRECTOR, IF ANY.

The Board would be required to consider the request, if any, received from Director praying for the leave of absence and to grant the same.

AGENDA ITEM NO.03:
TO CONFIRM THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON 12.02.2021.

Minutes of the Board of Directors meeting held on 12.02.2021 which were circulated amongst the Directors of the Company and shall be placed in the meeting for confirmation and signatures by the Chairman of the meeting.

AGENDA ITEM NO.04:
TO TAKE NOTE OF ACTION TAKEN REPORT OF PREVIOUS BOARD MEETING HELD ON 12.02.2021.

Action Taken Report of the Board of Directors meeting held on 12.02.2021 which was circulated amongst the Directors of the Company shall be placed in the meeting for take note of the same by Board.

AGENDA ITEM NO.05:
TO READ AND TAKE NOTE OF DISCLOSURE OF INTEREST RECEIVED FROM DIRECTORS IN FORM MBP-1 PURSUANT TO SECTION 184 OF THE COMPANIES ACT, 2013.

The Disclosure of Interest in Form MBP-1, which is required from every director at the first meeting of Board of Directors in every financial year under Section 184 (1) of the Companies Act, 2013, shall be placed in the meeting and will be kept with the company for record purpose.

NOTES TO AGENDA FOR BOARD OF DIRECTORS MEETING TO BE HELD ON
11th JUNE, 2021

AGENDA ITEM NO.06:

TO READ AND TAKE NOTE OF DECLARATION RECEIVED FROM DIRECTORS IN FORM DIR-8 UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013.

The declaration from every director in Form DIR-8 mentioning the details that they have not incurred disqualification under Section 164 (2) of the Companies Act, 2013, shall be placed in the meeting and will be kept with the company for record purpose.

AGENDA ITEM NO.07:

TO TAKE NOTE OF DECLARATIONS BY INDEPENDENT DIRECTORS THAT THEY MEET THE CRITERIA OF INDEPENDENCE AS LAID DOWN UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013.

The declaration by Independent Directors mentioning that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013, which is required to be furnished at the first meeting of Board of Directors in every financial year, shall be placed in the meeting and will be kept with the company for record purpose.

AGENDA ITEM NO.08:

TO APPROVE DRAFT BALANCE SHEET, STATEMENT OF PROFIT & LOSS ALONG WITH SCHEDULES AND NOTES TO ACCOUNTS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2021.

The Board to approve the Draft Balance Sheet, Statement of Profit & Loss along with the Schedules and Notes to the Accounts with Cash Flow Statement for the year ended on 31.03.2021.

AGENDA ITEM NO.09:

TO REVIEW AUDITOR'S REPORT RECEIVED FROM STATUTORY AUDITORS, PRA ASSOCIATES, CHARTERED ACCOUNTANTS ON ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31.03.2021.

The Board to review the Auditor's Report received from Statutory Auditors, PRA Associates, Chartered Accountants on Annual Accounts of the Company for the Financial Year ended on 31.03.2021.

AGENDA ITEM NO.10:

TO CONSIDER AND APPROVE STATEMENT OF THE AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND YEAR ENDED ON 31.03.2021 FOR SUBMISSION TO STOCK EXCHANGE & PUBLISHING THE SAME IN THE NEWSPAPER.

NOTES TO AGENDA FOR BOARD OF DIRECTORS MEETING TO BE HELD ON
11th JUNE, 2021

The Board to consider and approve the Statement of Audited Financial Results of the Company for the Quarter and Year ended on 31.03.2021 for submission to Stock Exchange & Publishing the same in the Newspaper.

AGENDA ITEM NO.11:
TO APPOINT SECRETARIAL AUDITORS FOR THE FINANCIAL YEAR 2020-2021.

The Board shall appoint the Secretarial Auditor for the Financial Year 2020-2021, pursuant to Section 204 of the Companies Act, 2013, to get the Secretarial Audit Report from Company Secretary in Practice.

AGENDA ITEM NO.12:
TO APPOINT INTERNAL AUDITORS FOR THE FINANCIAL YEAR 2021-2022.

The Board shall appoint Internal Auditors for the Financial Year. 2021-2022, pursuant to Section 138 of the Companies Act, 2013 for the purpose of Internal Audit..

AGENDA ITEM NO.13:
TO APPOINT COST AUDITOR FOR THE FINANCIAL YEAR 2021-2022.

The Board shall appoint the Cost Auditor for the Financial Year 2021-2022 for the purpose of Cost Audit of its Accounts as required under Section 148 of the Companies Act, 2013 read with Rules of Companies (Cost Records & Audit) Rules, 2014.

AGENDA ITEM NO.14:
RELATED PARTY TRANSACTIONS.

To take note of omnibus approval, if any, granted by Audit Committee for Related Party Transactions for the Financial Year 2021-20222 and to approve the same

The particulars of the above contracts/transactions, if any, will be entered in the Register of Contracts in which Directors are interested and kept in accordance with the provisions of Section 189 of the Companies Act, 2013.

AGENDA ITEM NO.15:
CORPORATE SOCIAL RESPONSIBILITY (CSR).

TO APPROVE THE CSR BUDGET FOR THE FINANCIAL YEAR 2021-2022.

Pursuant to provision of section 135 of Companies Act, 2013, Company is required to spend, in every financial year, at least 2% of the average net profit of the Company made during the three immediately preceding financial years, in pursuance of CSR Policy.

**NOTES TO AGENDA FOR BOARD OF DIRECTORS MEETING TO BE HELD ON
11th JUNE, 2021**

AGENDA ITEM NO.16:

TO TAKE NOTE OF STATEMENT/ REPORT FOR THE QUARTER ENDED ON 31.03.2021 AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 1996

The Board shall take note of the Statements and Reports filled with BSE Limited for the quarter ended on 31.03.2021 under SEBI (LODR) Regulations, 2015 and SEBI (DP) Regulations, 1996. The statements and report are as follows:

Sr. No.	Regulation No.	Particular
1	13	Statement of investors' Complaints.
2	17(8)	CFO certificate that the financial results do not contain any false or misleading statement or figures and do not omit any material fact.
3	15(2)	Corporate Governance Report.
4	31(1)(b)	Shareholding Pattern.
5.	55A	Reconciliation of Share Capital and Audit Report

AGENDA ITEM NO.17:

TO AUTHORISE OFFICIALS FOR MAKING NECESSARY DOCUMENTATION WITH DISTRICT INDUSTRIES COMMISSIONER, VADODARA FOR CAPITAL AND INTEREST SUBSIDIES UNDER GUJARAT INDUSTRIAL POLICY, 2020 FOR INSTALLED SOLAR PROJECT AT VADODARA UNIT.

The Board shall consider and authorize officials for making necessary for making necessary documentation with office of District Industries Commissioner, Vadodara for capital and interest subsidies under Gujarat Industrial Policy, 2020 for installed solar project at Vadodara Unit.

AGENDA ITEM NO.18:

TO REVIEW THE WORKING OF THE COMPANY.

The Board shall review the working of the Company.

AGENDA ITEM NO.19:

ANY OTHER BUSINESS WITH THE PERMISSION OF CHAIRMAN.

Any business not included in agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of the Directors.