



THE HI-TECH GEARS LTD

CIN – L29130RJ1986PLC004536

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Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information

(Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

The Company is committed to transparency and fairness in dealing with all the stakeholders. The Board of Directors of TheHi-Tech Gears Limited (“Company”) are expected to manage their affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders.

Preface:

1. Company has formulated a Code of Conduct for Prevention of Insider Trading and Code Corporate Disclosure Practices (“Previous Code”) pursuant to SEBI (Prohibition of Insider Trading) Regulations, 1992.
2. The Previous Code was initially applicable to “Designated Persons”.
3. On 15th January, 2015, SEBI has introduced new SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) and accordingly code was changed, the same was effective from May 15, 2015.
4. Above Regulations were again amended/ modified on December 31, 2018 and made effective from April 1, 2019.
5. Chapter – IV&Regulation 8 of the Regulations provides for the formulation of a “**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**” (hereinafter referred to as “Code”).
6. The Company endeavors to preserve the confidentiality of unpublished price sensitive information (hereinafter known as UPPSI) and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company notifies this code.
7. This code shall be applicable on Board of Directors, Promoter and Member of the Promoter Group, Key Managerial Personnel, Connected Person, Designated Persons, Insider and such other person of the Company as may be provided by the SEBI from to time.
8. Any subsequent modification and/or amendments brought about by SEBI in the aforesaid regulations shall automatically apply to this code.
9. The Board of Directors of the Company will be responsible for implementation of this “Code”. It reserves the right to modify this code in the whole or in part, at any time within the framework of the aforementioned regulations, as may be amended from time to time.

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Subsidiaries: Teutech Industries Inc. 361, Speedvale Ave W. Guelph, ON N1H 1 C7, CANADA

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Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

1. There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure, shall be ensured.
3. The Compliance Officer of the Company shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is made generally available.
5. The Board of Directors shall ensure that appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Board of Directors shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Board of Directors shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Board shall ensure the handling of all unpublished price sensitive information on a need-to-know basis.
9. The Board shall ensure that UPPSI be not accessed/available except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations etc.

“Determination of Legitimate Purpose” in terms of Regulation 3(2A) of the Regulations:

- i. For the purpose of, and in terms of, Regulation 3(2A) of the Regulations, the term **‘Legitimate Purpose’** shall include sharing of any unpublished price sensitive information in the ordinary course of business by an insider with any partner, collaborator, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants of the Company provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.
 - ii. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with such Regulations
10. Policy and Procedures for inquiry in case of leak of UPPSI, and/or suspected leak of UPPSI in terms of Regulation 9A(5) of the Regulations:
- i. The Company shall ensure that all UPPSI are dealt with confidentiality and adequate measures are taken to ensure no UPPSI is leaked out to anyone otherwise than for any legitimate purpose, until and unless it is published and made public.

For the purpose of leak of UPPSI it, shall refer to such act, event, deed or circumstance under which, an UPPSI is shared, communicated, transmitted, made available or made

accessible to any person, deliberately, accidentally, or otherwise, with or without any specific purpose (other than for legitimate purpose), before such UPPSI is published and made available to general public, and includes any purported attempt thereof, except as otherwise allowed or permitted the Regulations

- ii. On becoming aware of UPSI, the Company shall promptly intimate such leak of UPSI to the Stock Exchanges and to SEBI. The matter shall be forthwith be referred to a committee, called as “Enquiry Committee” consisting of three members out of the following viz. Managing Directors, one independent director, Chief Financial Officer and/or Compliance Officer of the company appointed under the Regulations.
- iii. The Enquiry Committee shall appoint a responsible officer of the Company (“to be known as the Enquiry Officer”) to collect all relevant facts; information, documents, details of suspected persons involved in the act, degree of damage, monetary or otherwise, which may have done to the Company, estimated monetary benefit derived or could have been derived, of such UPSI and other relevant information pertaining to such leak of UPSI and the Enquiry Officer shall submit its report to the Committee, ASAP but not later than two days from his/her appointment as such for the purpose.
- iv. On receipt of preliminary report from the Enquiry Officer, the Committee shall form an opinion whether prima facie there appears a case for further investigation, if no such case appears, the Enquiry Committee shall close the matter.
- v. On the other hand, if a prima facie case appears for further investigation, the Committee shall proceed for further investigation. During investigation, the Committee may call for such additional information, documents, and representations etc., record evidence and summon any person within the Company to appear before it.
- vi. Post investigation, if the Committee finds that there is an actual leak of UPSI, depending upon the degree of damage caused to the Company or quantum of benefit derived, take disciplinary action against such responsible persons if such action against the person is within its purview, or otherwise, recommend the disciplinary actions against such person to SEBI. The Disciplinary action(s) may include wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Enquiry Committee. The Committee may, if warranted, direct the Company to take such measures so as to prevent the re-occurrence of such leak of UPPSI. The Enquiry Committee shall prepare a closure report for each case.
- vii. The Company shall promptly inform at each stage, of becoming aware of any leak of UPSIs, initiation of inquiries and result of such inquiries, to the Stock Exchanges on which the securities of the Company are listed, and to SEBI.

11. The Company's Whistle-Blower Policy shall have relevant provisions with regard to UPPSI. All employees shall be made aware of such policy to enable employees to report instances of leak of UPPSI to the committee which shall be ensured by the Board of Directors.

Disclosure of the Code in Public Domain

This Code shall be published on the official website of the Company.

Further, this Code and every subsequent amendment there to, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

Effective From : April 01, 2019