DISCLOSURE UNDER REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

SN		Particulars	The Hi-Tech Gears Limited Stock Incentive Plan, 2021 ("Plan")
1.		Any material changes in the Plan and whether the Plan is in compliance with the regulations.	The Plan was approved by a resolution passed in the meeting of the Board of Directors of the Company held on April 12, 2021, and the Shareholders had approved the Plan vide Annual General Meeting held on September 29, 2021. No changes are carried out in the Plan. Further, the Plan is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.
2.		Following disclosures are made on the website of the Company: https://www.thehitechgears.com/investors.php	
	a.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time. Members may refer to the audited financial statement prepared as per Indian Accounting Standards (Ind AS) for the financial year 2025-26, available on https://www.thehitechgears.com/investors.php	
	b.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time. Diluted EPS for the year ended March 31, 2026, is ₹ 17.57 (as per Audited Standalone Financials for the Year ended March 31, 2026.	
	c.	**Details related to the Plan:**	
(i)		A description of the Plan that existed at any time during the year, including the general terms and conditions of the Plan, including -	
	(a)	Date of shareholders' approval	September 29, 2021
	(b)	Total number of stock options approved under the Plan	The maximum number of Options approved pursuant to the Plan are 6,00,000 (Six Lakh Only) which shall be convertible into equal number of Equity Shares of face value of ₹10/- each of the Company.
	(c)	Vesting requirements	**Vesting requirements under the Scheme:** Vesting shall commence after one (1) year from the grant date and the options granted shall vest over a period of maximum 4 years at the discretion of and in the manner prescribed by the Nomination and Remuneration Committee of the Board.
	(d)	Exercise price or pricing formula	Exercise Price may be at such discounted price to the Market Price of the Shares of the Company as may be determined by the Board. However, in any case the Exercise Price shall not be less than the par value of the Shares of the Company.
	(e)	Maximum term of stock options granted	The Options granted shall vest over a maximum period of 4 years.
	(f)	Source of shares (primary, secondary or combination)	Primary
	(g)	Variation in terms of stock options	Not Applicable
(ii)		Method used to account for the Plan - Intrinsic or Fair value	Fair Value
(iii)		Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	The Company had opted for using the Fair value method for expensing of the options. Hence, same is not applicable.
(iv)		**Options movement During Year:**	
		Number of options outstanding at the beginning of the period	40,007
		Number of options granted during the year	12,318
		Number of options forfeited / lapsed during the year	Nil
		Number of options vested during the year	22,900
		Number of options exercised during the year	20,330
		Number of shares arising as a result of exercise of options	20,330
		Money realized by exercise of options (₹), if scheme is implemented directly by the company	20,330 equity shares of Rs. 10 each
		Loan repaid by the Trust during the year from exercise price received	Not applicable, The Plan is implemented directly
		Number of options outstanding at the end of the year	31,995
		Number of options exercisable at the end of the year	6,497
(v)		Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	1) Grant date – November 05, 2022 Exercise Price – Rs. 10.00 Weighted average fair value – Rs. 211.94 2) Grant date – November 22, 2022 Exercise Price – Rs. 10.00 Weighted average fair value – Rs. 244.12 3) Grant date – January 09, 2024 Exercise Price – Rs. 10.00 Weighted average fair value – Rs. 469.93 4) Grant date – February 12, 2025

			Exercise Price – Rs. 10.00 Weighted average fair value – Rs. 669.50 5) Grant date – February 24, 2026 Exercise Price – Rs. 10.00 Weighted average fair value – Rs. 611.29
(vi)		Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –	
	(a)	senior managerial personnel;	see table below

Name of the Employee	Designated	No of options granted	Exercise Price (Rs.)
Mr. Kapil Rajora	Chief Commercial Officer	2,180	10
Mr. Naveen Jain	GM-Legal & Company Secretary	1,308	10
Mr. Mahesh Kumar Agarwal	Sr. General Manager	1,308	10

any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and

Name of Employees	Designated	No of options granted	Exercise Price (Rs.)
Mr. Ashish Goel	Sr. General Manager	1,308	10
Mr. Rajesh Kumar	President (Employee of Wholly owned Step-down Subsidiary	2,726	10
Mr. Shital Kumar Khatri	Corporate Controller – Finance and Legal (employee of Wholly Owned Step-down Subsidiary)	1,308	10
Mr. Akilesh Agarwal	Associate Vice President	1,090	10
Mr. Sunil Kumar	General Manager	1,090	10

	(c)	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Not applicable
(vii)		A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
	(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	see table below

Particulars	Grant 1 Nov. 05, 2022	Grant 2 Nov. 05, 2022	Grant 3 Jan. 09, 2024	Grant 4 Feb. 12, 2025	Grant 4 Feb. 24, 2026
The weighted-average values of share price of option granted	211.94	244.12	469.93	669.50	611.29
Exercise price,	10	10	10	10	10
Expected volatility	53.10% to 59.71%	53.10% to 59.71%	55.78% to 56.48%	52.50% to 54.80%	47.21% to 52.39%
Expected option life, (Vesting & exercise period) in years	Vesting –3 years Exercise- 5 years	Vesting– 3 years Exercise– 5 years	Vesting– 3 years Exercise – 5 years	Vesting- 4 years Exercise – 5years	Vesting- 4 years Exercise –5years
Expected dividends,	0.66%	0.58%	0.51%	0.71%	0.79%
Average Risk-free interest rate	7.05	6.90	6.80	6.37	6.22

	(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	Not Applicable
	(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The expected price volatility is determined using annualized standard deviation (a measure of volatility used in Black-Scholes-Merton option pricing) and the historic volatility based on remaining life of the options.
	(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	There is no market conditions attached to the grant and vest