



THE HI-TECH GEARS LTD.

CIN - L29130HR1986PLC081555

Corporate Office: Millennium Plaza, Tower-B, Sushant Lok-1, Sector-27, Gurugram -122009, Haryana, India

Tel.: +91(124) 4715100 E-mail: secretarial@thehitechgears.com

Disclosure of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI (LODR), Regulations, 2015”

Requirement of Regulation 46 of the SEBI (LODR) Regulations, 2015

1) *The listed entity shall maintain a functional website containing the basic information about the listed entity.*

The Company has maintained its website at the URL www.thehitechgears.com

2) *The listed entity shall disseminate the following information on its website:*

a) *Details of its business;*

The Company is engaged in the business of manufacture, sale, supply of Gears, Shafts, Transmission Equipment and other Allied Automotive Components. The Company has also varied business interest in the development of Artificial Intelligence, Machine Vision & Designing etc.

(aa) *Memorandum of Association and Articles of Association;*

The Company has made a disclosure of the Memorandum of Association and Articles of Association under separate sections on its website.

(ab) *Brief profile of board of directors including directorship and full-time positions in body corporates;*

The Company has made a disclosure of Brief profile of the board of directors under separate section on its website.

b) *Terms and conditions of appointment of independent directors;*

The Company has made the terms & conditions of appointment of Independent Directors, incorporated under the policy “**Set of Regulations for Independent Directors**” which is available separately on the company’s website.

c) *Composition of various committees of the Board of Directors;*

The Board of Directors have following Committees:

Name of the Committee	Name of the Director/ Member	Position	Category
Audit Committee	Mr. Rajiv Batra	Chairperson	Non-Executive Independent Director
	Mr. Kawal Jain	Member	Non-Executive Non-Independent Director
	Mr. Vishal Seth	Member	Non-Executive Independent Director
Nomination & Remuneration Committee	Mrs. Suchitra Rajendra	Chairperson	Non-Executive Independent Director
	Mr. Bidadi Anjani Kumar	Member	Non-Executive Non-Independent Director
	Mr. Vikram Rupchand Jaisinghani	Member	Non-Executive Independent Director

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Works-III: Plot No. SP-146A, Industrial Complex, Bhiwadi - 301019 Rajasthan INDIA

Subsidiaries: The Hi-Tech Gears Canada. Inc. 361, Speedvale Ave W. Guelph, ON N1H 1C7, CANADA

Teutech LLC. 227, Barton St. Emporium. PA 15834, USA



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Corporate Responsibility	Social	Mr. Bidadi Anjani Kumar	Chairperson	Non-Executive Non-Independent Director
		Mr. Deep Kapuria	Member	Executive Chairperson
		Mr. Vikram Rupchand Jaisinghani	Member	Non-Executive Independent Director
Stakeholder Relationship Committee		Mr. Bidadi Anjani Kumar	Chairperson	Non-Executive Non-Independent Director
		Mr. Vikram Rupchand Jaisinghani	Member	Non-Executive Independent Director
		Mr. Pranav Kapuria	Member	Managing Director
Finance Committee		Mr. Deep Kapuria	Chairperson	Executive Director
		Mr. Pranav Kapuria	Member	Executive Director
Share Transfer Committee		Mr. Deep Kapuria	Chairperson	Executive Director
		Mr. Pranav Kapuria	Member	Executive Director
		Mr. Anuj Kapuria	Member	Executive Director

The Company Secretary of the Company will act as the Secretary of all the Committees of the Board.

d) *Code of conduct of Board of Directors and senior management personnel:*

The Company has made & updated policy on “Code of Conduct of Board of Directors and Senior Management Personnel” from time to time. The same is available separately on the Company’s website.

e) *Details of establishment of vigil mechanism/Whistle Blower policy:*

The Company has made & updated the Vigil Mechanism/Whistle Blower Policy from time to time. The same is available separately on the Company’s website.

f) *Criteria of making payments to non-executive directors, if the same has not been disclosed in the annual report.*

The Company has been disclosing the details of payment to the Non-Executive Director in its Annual Reports. However, Criteria of making payments to Non-Executive Director has been laid down under the Policy of “Nomination & Remuneration Policy”

The same policy is available separately on the Company’s website.

g) *Policy on dealing with Related Party Transactions*

The Company has the policy on Related Party Transactions. The same policy is available separately on the Company’s website.

h) *Policy for determining ‘Material’ Subsidiaries.*

Pursuant to the provisions of the Regulation 16 of the SEBI (LODR) Regulations, 2015, the Board Consider and Review the affairs of all subsidiary companies, wherein 2545887 Ontario Inc. Canada and Teutech Holdings Corp. are considered as

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material Subsidiary companies out of 7 Numbers of total subsidiaries companies.

Refer to the details of subsidiary companies in the Latest Annual Report.

i) *Details of familiarization programmes imparted to Independent Directors including the following details: -*

Presently, there are Seven Independent Directors on the Board. They are all highly experienced & qualified persons. Further, they are the Independent Director on the Board of the other companies also. Thus, they are very familiar with the duties of the Independent Director. However, The Company has been organizing number of programmes for imparting familiarization programmes to Independent Directors from time to time.

j) *The email address for grievance redressal and other relevant details.*

The following officers are responsible for grievance redressal in order of their sequence: -

Details of Personnel	Details of Registrar and Share Transfer Agent
Company Secretary and Compliance Officer	MAS Services Limited
Chief Financial Officer	T-34, 2 nd Floor, Okhla Industrial Area,
Email: secretarial@thehitechgears.com	Phase-II, New Delhi-110020
Contact No.: +91-124 4715100	Ph. No.: +91-011 26387281, 82, 83
	Fax: +91- 011 26387384
	Website: www.masserv.com
	Email: investor@masserv.com

k) *Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;*

The following officers are responsible for assisting and handling investor grievances: -

Company Secretary and Compliance Officer	
Email Id	secretarial@thehitechgears.com
Contact no.	+91-124 4715100

l) *Financial information including:*

(i) *notice of meeting of the board of directors where financial results shall be discussed;*

(ii) *financial results, at the conclusion of the meeting of the board of directors where the financial results were approved;*

(iii) *A complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc.*

The Company has been uploading the financial statements & annual report as per the provisions of the erstwhile Listing Agreement & SEBI (LODR) Regulations, 2015. The same are available separately on the Company's website. Similarly, the notices of board meetings are also published on the Company's website.

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m) Shareholding Pattern;

The Company has been uploading the shareholding pattern on a quarterly basis. The same is available separately on the Company's website.

n) Details of agreements entered into with the media companies and/or their associates, etc.;

The Company has not entered any agreement with the Media Companies for advertising.

o) Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the listed entity to analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means;

The Company has not participated/arranged any Schedule of analyst or institutional investor meet and presentations to analysts or institutional investors. Whenever required, relevant Information will be provided separately, pursuant to relevant provisions.

(oa) Audio or video recordings if any, and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:

(i) The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;

(ii) The video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;

(iii) The transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls:

Provided that—

a) The information under sub-clause (i) and (ii) of this clause shall be hosted on the website of the listed entity for a minimum period of two years and thereafter as per the preservation policy of the listed entity in terms of clause (b) of regulation 9.

b) The information under sub-clause (iii) of this clause shall be hosted on the website of the listed entity for a minimum period of five years and preserved in accordance with clause (b) of regulation 9.

The Company has not participated/arranged analysts or institutional investors meet, post earnings or quarterly calls. Therefore, no audio or video recordings and transcripts of post earnings/quarterly calls are made available. Whenever required, relevant Information will be provided along with Schedule/Presentation, audio or video recordings and transcripts of analysts or institutional investors meet pursuant to relevant provisions.

p) New name and the old name of the listed entity for a continuous period of one year, from the date of the last name change

There was no change of name happened in the last year.

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q) Items in sub-regulation (1) of regulation 47.

The company has been uploading the financial statements & other information as required under provisions of the erstwhile Listing Agreement & Regulation 47(1) of the SEBI (LODR) Regulations, 2015.

The same are available separately on the Company's website.

r) All credit ratings obtained by the entity for all its outstanding instruments, updated immediately as and when there is any revision in any of the ratings

Credit rating(s) obtained by the company, if required is/are deployed on the company's website at the appropriate place;

s) separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to inter alia consider accounts of that financial year.

Provided that a listed entity, which has a subsidiary incorporated outside India-

a) where such subsidiary is statutorily required to prepare consolidated financial statement under any law of the country of its incorporation, the requirement of this proviso shall be met if consolidated financial statement of such subsidiary is placed on the website of the listed entity;

b) where such subsidiary is not required to get its financial statement audited under any law of the country of its incorporation and which does not get such financial statement audited, the holding Indian listed entity may place such unaudited financial statement on its website and where such financial statement is in a language other than English, a translated copy of the financial statement in English shall also be placed on the website;

Pursuant to regulation 46(2) of SEBI (LODR) Regulations, 2015, the Company has been uploading the separate audited financial statements of subsidiaries, wherever required on the company's website at least 21 days prior to the date of the annual general meeting.

t) secretarial compliance report as per sub-regulation (2) of regulation 24A of these regulations;

The same is available separately on the Company's website.

u) disclosure of the policy for determination of materiality of events or information required under clause (ii), sub-regulation (4) of regulation 30 of these regulations;

The same policy is available separately on the Company's website.

v) Disclosure of contact details of key managerial personnel who are authorized for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) as required under sub-regulation (5) of regulation 30 of these regulations;

The Company has made policy for determination of materiality of events, under such policy the details of key managerial personnel who are authorized for purpose of making disclosures to stock exchange(s) as required under sub-regulation (5) regulation 30 of these regulations.

w) disclosures under sub-regulation (8) of regulation 30 of these regulations:

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The Company has been uploading all such events or information which have been disclosed to stock exchanges on the website of the company for the minimum period of 5 years and thereafter as per the Archival Policy of the listed company.

The archival policy is available separately on the Company's website.

x) *statements of deviation(s) or variation(s) as specified in regulation 32 of these regulations;*

This clause is not applicable to the Company.

y) *dividend distribution policy by listed entities based on market capitalization as specified in sub - regulation (1) of regulation 43A;*

It is applicable to the top 1000 listed entities based on market capitalization, therefore it is not applicable to the Company.

z) *annual return as provided under section 92 of the Companies Act, 2013 and the rules made thereunder;*

The Company has been uploading Annual Return on the website of the Company.

(za) Employee Benefit Scheme Documents, excluding commercial secrets and such other information that would affect competitive position of the listed entity, framed in terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

Provided that the redaction of information under clause (za) above from the Employee Benefit Scheme document shall be approved by the board of directors of the listed entity and shall be in compliance with guidelines as may be specified by the Board:

The copy of the ESOP Scheme "The Hi-Tech Gears Limited Stock Incentive Plan, 2021" is available separately on the Company's website.

**For and on behalf of the Board
The Hi-Tech Gears Limited**

Sd/-

**Pranav Kapuria
Managing Director
DIN: 00006195**

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