



# THE HI-TECH GEARS LTD.

CIN - L29130HR1986PLC081555

Corporate Office: Millennium Plaza, Tower-B, Sushant Lok-1, Sector-27, Gurugram, Haryana-122009  
Tel.: +91(124) 4715100 E-mail: [secretarial@thehitechgears.com](mailto:secretarial@thehitechgears.com)

**Date: August 11, 2025**

**The Manager,  
Listing Department,  
National Stock Exchange of India Ltd  
"Exchange Plaza", C-1, Block – G  
Bandra – Kurla Complex,  
Bandra (E), Mumbai - 400051, India  
Symbol: HITECHGEAR**

**The Manager,  
Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001, India  
Scrip Code: 522073**

**Subject: Outcome of the Board Meeting held on August 11, 2025.**

Dear Sir/Ma'am,

Pursuant to Regulation 30, 31A, 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") read with Schedule III and other applicable SEBI circulars as amended from time to time and in continuation to our intimation dated July 31, 2025, we hereby inform you that the Board of Directors ("Board") of the Company at their meeting held today, i.e., **August 11, 2025**, has considered and approved, inter alia, the following matters:

**1. The Un-audited Standalone and Consolidated Financial Results of the Company for the quarter ended June 30, 2025.**

Copies of the following are enclosed herewith as **Annexure I: -**

- The Un-audited Standalone and Consolidated Financial Results as approved by the Board of the Company for the Quarter ended June 30, 2025.
- Limited Review Report of the Statutory Auditors on the aforesaid results.

**2. Appointment of Scrutinizer for the 39<sup>th</sup> Annual General Meeting "AGM" of the Company.**

Mr. Nirbhay Kumar, proprietor of M/s. Nirbhay Kumar & Associates, Practicing Company Secretary has been appointed as 'Scrutinizer' to scrutinize the remote e-voting and e-voting process during the ensuing 39<sup>th</sup> AGM of the Company.

**3. Appointment and remuneration of Secretarial Auditor of the Company for a period of five consecutive Financial Years 2025-26 to 2029-30.**

Appointment & Remuneration of M/s. PG & Associates, a Peer Reviewed firm of Company Secretaries, as Secretarial Auditors of the Company as recommended by Audit Committee for a period of five consecutive Financial Years 2025-26 to 2029-30, subject to the approval of shareholders of the Company at the ensuing AGM.

[www.thehitechgears.com](http://www.thehitechgears.com)

Works I: A-589, Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel.: +91(1493) 265000

Regd. Office & Works-II: Plot No. 24 ,25,26 Sector-7, IMT Manesar - 122050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200

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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#### **4. Reclassification of one of the Promoter Group i.e. M/s. Dev Darshan Construction Private Limited from "Promoter Group" Category to "Public" Category.**

The Board of Directors ("Board") of the Company has considered and approved the request letter dated July 31, 2025 received for reclassification of one of the Promoter Group i.e. M/s. Dev Darshan Construction Private Limited from "Promoter Group" Category to "Public" Category pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the requisite approvals from the Stock exchanges.

Accordingly, certified copy of the resolution(s) passed by the Board of Directors at its meeting held on August 11, 2025, on the said request for reclassification, is enclosed as **Annexure-II**.

Additional details as required in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, is enclosed as **Annexure-III**.

The Board meeting commenced at 4:15 P.M. and concluded at 6:50 P.M. on August 11, 2025.

You are requested to take the above information on records and oblige.

**Thanking You,  
Yours faithfully,  
For The Hi-Tech Gears Limited**

**Naveen Jain  
Company Secretary and Compliance Officer  
Membership No. A15237**

**Encl: as above**

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# Annexure - I

## THE HI-TECH GEARS LIMITED

Regd. Office: Plot No. 24,25,26, IMT Manesar, Sector-7, Gurugram-122050, Haryana  
Corporate Office : Millennium Plaza, Tower-B, Sushant Lok-I, Sector-27 Gurugram-122002, Haryana  
CIN: L29130HR1986PLC081555; Website : www.thehitechgears.com; e-mail id: secretarial@thehitechgears.com;  
Ph No. 0124-4715100 Fax: 0124-2806085

### Statement of Unaudited (Standalone and Consolidated) Financial Results for the Quarter ended June 30, 2025

Particulars	(₹ in million except per share data)							
	Standalone Results				Consolidated Results			
	Quarter ended		Year ended		Quarter ended		Year ended	
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
	Unaudited	Audited Ref. Note No. 3	Unaudited	Audited	Unaudited	Audited Ref. Note No. 3	Unaudited	Audited
<b>1 Income</b>								
a) Revenue from operations	1,545.43	1,553.75	1,742.72	6,389.93	2,106.20	2,102.34	2,550.45	9,068.07
b) Other operating revenues	45.79	42.48	50.98	186.16	48.27	46.46	55.82	201.57
c) Other income	39.39	46.56	24.76	120.03	45.47	42.99	24.12	117.17
<b>Total Income</b>	<b>1,630.61</b>	<b>1,642.79</b>	<b>1,818.46</b>	<b>6,696.12</b>	<b>2,200.94</b>	<b>2,191.79</b>	<b>2,630.39</b>	<b>9,386.81</b>
<b>2 Expenses</b>								
a) Cost of material consumed	773.67	802.09	900.58	3,316.51	1,052.11	1,066.26	1,265.21	4,515.73
b) Purchases of stock-in-trade	20.69	43.03	34.64	156.36	20.69	43.03	34.64	156.36
c) Changes in inventories of finished goods and work in progress	50.20	(17.24)	13.30	(64.88)	40.73	(41.88)	14.57	(50.90)
d) Employee benefits expense	242.21	208.15	243.48	948.30	387.64	346.77	442.44	1,635.43
e) Finance costs	20.74	24.63	35.15	118.71	37.94	43.40	64.51	213.71
f) Depreciation and amortisation expense	86.20	83.62	79.37	327.71	163.95	159.30	155.89	634.66
g) Other expenses	307.87	313.94	324.17	1,257.72	392.77	402.44	440.01	1,654.16
<b>Total expenses</b>	<b>1,501.58</b>	<b>1,458.22</b>	<b>1,630.69</b>	<b>6,060.43</b>	<b>2,095.83</b>	<b>2,019.34</b>	<b>2,417.27</b>	<b>8,759.15</b>
<b>3 Profit/(loss) before exceptional items and tax (1-2)</b>	<b>129.03</b>	<b>184.57</b>	<b>187.77</b>	<b>635.69</b>	<b>105.11</b>	<b>172.45</b>	<b>213.12</b>	<b>627.66</b>
<b>4 Income from exceptional items</b>								
<b>5 Profit/(loss) before tax (3+4)</b>	<b>129.03</b>	<b>184.57</b>	<b>187.77</b>	<b>635.69</b>	<b>105.11</b>	<b>172.45</b>	<b>213.12</b>	<b>627.66</b>
<b>6 Tax expense</b>								
a) Current tax	40.04	53.61	47.82	170.98	40.04	53.61	47.82	170.98
b) Deferred tax	(4.93)	(2.24)	(3.71)	(8.66)	5.09	11.77	22.92	35.63
c) Earlier years tax adjustments (net)	-	(0.41)	0.00	(0.41)	-	9.91	0.01	17.42
<b>Total tax expense</b>	<b>35.11</b>	<b>50.96</b>	<b>44.11</b>	<b>161.91</b>	<b>45.13</b>	<b>75.29</b>	<b>70.75</b>	<b>224.03</b>
<b>7 Profit/(loss) for the period/year (5-6)</b>	<b>93.92</b>	<b>133.61</b>	<b>143.66</b>	<b>473.78</b>	<b>59.98</b>	<b>97.16</b>	<b>142.37</b>	<b>403.63</b>
<b>8 Other comprehensive income</b>								
(i) Items that will not be reclassified to profit or loss								
a) Re-measurement gain on defined benefit plans	-	0.97	0.20	0.97	-	0.97	0.21	0.97
b) Equity Instruments through Other Comprehensive Income	0.10	(116.26)	-	(116.17)	0.10	(116.26)	-	(116.17)
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	15.16	(0.00)	21.39	-	15.16	0.00	21.39
(iii) Items that will be reclassified to profit or loss	-	24.66	(8.46)	2.08	79.94	23.06	(17.52)	(29.58)
(iv) Income tax relating to items that will be reclassified to profit and loss	-	(5.99)	(5.99)	(19.47)	-	(5.99)	(5.99)	(19.47)
<b>Other comprehensive income/(loss)</b>	<b>0.10</b>	<b>(81.46)</b>	<b>(14.25)</b>	<b>(111.20)</b>	<b>80.04</b>	<b>(83.06)</b>	<b>(23.30)</b>	<b>(142.86)</b>
<b>9 Total comprehensive income for the period/year (7+8)</b>	<b>94.02</b>	<b>52.15</b>	<b>129.41</b>	<b>362.58</b>	<b>140.02</b>	<b>14.10</b>	<b>119.07</b>	<b>260.77</b>
<b>10 Paid-up equity share capital (Face value of Rs 10/- per equity share)</b>	<b>187.93</b>	<b>187.93</b>	<b>187.78</b>	<b>187.93</b>	<b>187.93</b>	<b>187.93</b>	<b>187.78</b>	<b>187.93</b>
<b>11 Reserves/Other equity as shown in the Audited Balance sheet of previous year</b>				<b>4,518.01</b>				<b>4,547.82</b>
<b>12 Earnings per equity share (Face value of ₹ 10/- per equity share) (Not annualized for the quarter)</b>								
(a) Basic (in ₹)	5.00	7.11	7.65	25.23	3.19	5.17	7.58	21.49
(b) Diluted (in ₹)	4.99	7.11	7.64	25.19	3.19	5.17	7.57	21.46

#### Notes:

- The above Un-audited (Standalone and Consolidated) Financial Results have been reviewed by the Audit Committee at their meeting held on August 11, 2025 and thereafter approved by the Board of Directors in their meeting held on August 11, 2025.
- The Limited Review has been carried out by the Statutory Auditors of the Company.
- Figures for the quarter ended March 31, 2025, represents the balancing figures between the audited figures for the full financial year ended March 31, 2025 and the published year to date reviewed figures upto the third quarter of respective financial year.
- The standalone operations of the company falls under manufacturing of gears and transmissions, which is considered to be the only reportable segment by the management. For consolidated operations, the Group has three operating segments (India, Canada and Others), which have been determined on geographical basis.



Deep Kapuria  
The Hi-Tech Gears Limited

Place : New Delhi  
Date : August 11, 2025

Deep Kapuria  
DIN:00006185  
Executive Chairman



# THE HI-TECH GEARS LIMITED

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Ph No. 0124-4715100 Fax: 0124-2806085

## Statement of Unaudited consolidated financial results for the quarter ended June 30, 2025

(₹ in million except per share data)				
No.	Particulars	Quarter ended June 30, 2025 Unaudited	Quarter ended June 30, 2024 Unaudited	Year ended March 31, 2025 Audited
1	Total income from operations	2,200.94	2,630.39	9,386.81
2	Net Profit/ (Loss) for the period (before tax, Exceptional and/or Extraordinary items)	105.11	213.12	627.66
3	Net Profit/ (Loss) for the period before tax (after Exceptional and/or Extraordinary items)	105.11	213.12	627.66
4	Net Profit/ (Loss) for the period after tax (after Exceptional and/or Extraordinary items)	59.98	142.37	403.63
5	Total Comprehensive income for the period (Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)	140.02	119.07	260.77
6	Equity Share Capital	187.93	187.78	187.93
7	Reserves/other equity as shown in the Audited Balance Sheet of the previous year			4,647.82
8	Earning per share (of ₹10/- each) (for continuing and discontinued operations) (Not annualized for the quarter)			
	(a) Basic (in ₹) :	3.19	7.58	21.49
	(b) Diluted (in ₹) :	3.19	7.57	21.46

### NOTES:-

- The above Unaudited Consolidated Financial Results have been reviewed by the Audit Committee at their meeting held on August 11, 2025 and thereafter approved by the Board of Directors in their meeting held on August 11, 2025. The Limited Review have been carried out by Statutory Auditor of the Company.
- The above is an extract of the detailed format of Consolidated Financial Results for the quarter ended June 30, 2025 filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- Additional information pursuant to Regulation 47(1)(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 on Key standalone financial information of the company is given below:

(Rs. in million)			
Particulars	Quarter ended June 30, 2025 Unaudited	Quarter ended June 30, 2024 Unaudited	Year ended March 31, 2025 Audited
Revenue from operations and other income	1,630.61	1,818.46	6,696.12
Profit before tax	129.03	187.77	635.69
Profit after tax	93.92	143.66	473.78

- The full format of the Financial Results for the quarter ended June 30, 2025 is available on the Stock Exchanges websites ([www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)) and the Company's website ([www.thehitechgears.com](http://www.thehitechgears.com)). The same can be accessed by scanning the QR code provided below.



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



Deep Kapuria  
DIN:00006185

Executive Chairman

Place : New Delhi

Date: August 11, 2025

**THE HI-TECH GEARS LIMITED**

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**Segment wise revenue, results, assets and liabilities for the quarter ended June 30, 2025**

Particulars	(₹ in million)			
	Quarter ended		Year ended	
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
	Unaudited	Audited	Unaudited	Audited
<b>1 Segment Revenue</b> (net sales/income from each segment)				
a) India	1,629.54	1,638.98	1,817.38	6,689.11
b) Canada	569.22	540.24	792.53	2,589.75
c) Others	53.04	53.98	59.32	245.00
Less: Intercompany segment revenue	(50.86)	(41.41)	(38.84)	(137.05)
<b>Total Revenue</b>	<b>2,200.94</b>	<b>2,191.79</b>	<b>2,630.39</b>	<b>9,386.81</b>
<b>2 Segment Results</b> Profit(+)/ Loss(-) before tax & interest of each segment				
a) India	143.91	204.28	218.18	737.27
b) Canada	6.75	20.10	60.70	122.43
c) Others	(7.61)	(8.53)	(1.25)	(18.33)
<b>Total</b>	<b>143.05</b>	<b>215.85</b>	<b>277.63</b>	<b>841.37</b>
<b>Less:</b>				
Finance costs	37.94	43.40	64.51	213.71
Exceptional items	-	-	-	-
Other unallocable expenditure	-	-	-	-
<b>Total profit/(loss) before tax</b>	<b>105.11</b>	<b>172.45</b>	<b>213.12</b>	<b>627.66</b>
<b>3 Segment Asset</b>				
a) India	4,836.33	5,058.46	5,488.99	5,058.46
b) Canada	3,066.91	2,976.92	3,465.55	2,976.92
c) Other	5.51	5.41	3.04	5.41
<b>Total</b>	<b>7,908.75</b>	<b>8,040.79</b>	<b>8,957.58</b>	<b>8,040.79</b>
<b>4 Segment liability</b>				
a) India	1,703.18	1,997.85	2,461.16	1,997.85
b) Canada	1,226.11	1,205.23	1,711.63	1,205.23
c) Other	2.08	1.96	1.88	1.96
<b>Total</b>	<b>2,931.37</b>	<b>3,205.04</b>	<b>4,174.67</b>	<b>3,205.04</b>

Place: New Delhi  
Date: August 11, 2025



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

Deep Kapiuria  
DIN:00006185  
Executive Chairman



GSTIN : 03AACFL3265A2ZZ  
PAN : AACFL3265A  
Mob. : 98141-03111  
E-mail : yaplca.16@gmail.com

# YAPL & CO.

Chartered Accountants  
102-Kismat Complex, G. T. Road,  
Miller Ganj, LUDHIANA-141 003. (Punjab)

**Independent Auditors' Review Report on Unaudited Quarterly Standalone Financial Results of The Hi-Tech Gears Limited under Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**

**To The Board of Directors of  
The Hi-Tech Gears Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of The Hi-Tech Gears Limited ("the Company") for the quarter ended June 30, 2025 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Attention is drawn to the fact that the figures for the 3 months ended March 31, 2025 as reported in these financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

PLACE : Ludhiana  
DATED: 11<sup>TH</sup> AUGUST, 2025  
UDIN : 2553997BMGXMR9981

FOR YAPL & CO.  
CHARTERED ACCOUNTANTS  
FRN-017800N

(Sakshi Garg)  
PARTNER  
M.NO. 553997



## Independent Auditors' Review Report on Unaudited Quarterly Consolidated Financial Results of The Hi-Tech Gears Limited under Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

To The Board of Directors of  
The Hi-Tech Gears Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of The Hi-Tech Gears Limited(hereinafter referred to as the "Holding Company")and its subsidiary companies (The Holding Company and its subsidiary companies together referred to as "the Group")for the quarter ended June 30, 2025 ("the Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.
2. This statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The statement includes the results of the following entities:

S. No.	Name of the Entity	Relationship
1	2545887 Ontario Inc., Canada	Wholly Owned Subsidiary
2	Neo-Tech Smart Solutions Inc., Canada	Wholly Owned Subsidiary
3	Neo-Tech Auto Systemz Inc., USA	Wholly Owned Subsidiary
4	The Hi-Tech Gears Canada Inc.	Step Down Subsidiary
5	Teutech Holding Corp., USA	Step Down Subsidiary
6	Teutech Leasing Corp., USA	Step Down Subsidiary
7	Teutech LLC, USA	Step Down Subsidiary

5. Attention is drawn to the fact that the figures for the 3 months ended March 31, 2025 as reported in these financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.
6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. We did not review the interim financial statement/financial information/financial result of one wholly owned subsidiary (and its four step down subsidiaries) included in the statement, whose interim financial statement/financial information/financial results reflect total revenues of Rs.622.26 million, total net loss after tax of Rs.32.91 million and total comprehensive income of Rs 46.81 million for the quarter ended June 30 2025, as considered in the consolidated unaudited financial results. These interim financial statement/financial information/financial results have been reviewed by other auditors whose report have been furnished to us by the management and our conclusion on the statement, in so far as it relates to the amounts and disclosures included in respect of this one subsidiary (and its four step down subsidiaries), is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the statement is not modified in respect of the above matter.

8. The statement includes the interim financial statements/financial information/financial results of two wholly owned subsidiary companies, which have not been reviewed/audited, whose interim financial statements/financial information/financial results reflect Nil revenue, total net loss after tax of Rs.0.19 million and total comprehensive loss of Rs. 0.03 million for the quarter ended June 30, 2025, as considered in the consolidated unaudited financial results. These interim financial statements/financial information/financial results have been furnished to us by the management of the Holding Company and our conclusion on the statement, in so far as it relates to the amounts and disclosures included in respect of these two subsidiaries, is based solely on such unreviewed financial statements/financial information/financial results. According to the information and explanations given to us by the management, these interim financial statements/financial information/financial results are not material to the Group.

Our conclusion on the statement is not modified in respect of the above matter.



9. The subsidiaries stated above are located outside India whose financial statements and other financial information have been prepared in accordance with the accounting principles generally accepted in their respective countries. The consolidated annual financial statements of one subsidiary (including its four step-down subsidiaries) and financial statement of other two subsidiaries have been prepared under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have limited reviewed the conversion adjustments of subsidiaries made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

FOR YAPL & CO.  
CHARTERED ACCOUNTANTS  
FRN.017800N

(Sakshi Garg)  
PARTNER  
M.NO. 553997



PLACE : Ludhiana

DATED: 11<sup>TH</sup> AUGUST, 2025

UDIN: 25553997BMGXMS7530



# THE HI-TECH GEARS LTD.

CIN - L29130HR1986PLC081555

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

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

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## **ANNEXURE-II**

**CERTIFIED TRUE COPY OF EXTRACTS OF THE MINUTES OF THE BOARD MEETING OF THE HI-TECH GEARS LIMITED HELD ON AUGUST 11, 2025, AT 04:15 P.M. AT TARUVAR FARMS, 6 WESTEND DLF, CHHATARPUR FARMS, MANDI ROAD, GADAIPUR, SOUTH DELHI, NEW DELHI – 110030.**

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**APPLICATION RECEIVED FROM DEV DARSHAN CONSTRUCTION PRIVATE LIMITED FOR RECLASSIFICATION OF ITS STATUS FROM “PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY**

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the approval of BSE Limited and/or National Stock Exchange of India Limited and/or the Securities and Exchange Board of India (SEBI) and such other authorities as may be necessary and/or required, & with respect to the request letters dated July 31, 2025 received from **M/s. Dev Darshan Construction Private Limited**, the approval of the Board of Directors be and is hereby accorded for re-classification from “Promoter Group” category to “Public” category in the shareholding of the Company.

**RESOLVED FURTHER THAT** the Board of Directors hereby takes note that as required under the provisions of Regulation 31(A)(3)(b) of the SEBI (LODR) Regulations, 2015, the Outgoing Promoter Group Shareholder has confirmed that:

- a. do not hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- b. do not exercise control over the affairs of the listed entity directly or indirectly
- c. do not have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to it shall be terminated;
- d. do not have any represented on the Board of Directors (including as a nominee director) of the Company;
- e. do not act as a key managerial personnel in the Company;
- f. are not willful defaulter as per the Reserve Bank of India guidelines;
- g. are not fugitive economic offender.

and shall at all times from the date of such reclassification, continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from “Promoter & Promoter Group” category to “Public” category.

[www.thehitechgears.com](http://www.thehitechgears.com)

Works I: A-589, Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel.: +91(1493) 265000

Regd. Office & Works-II: Plot No. 24 ,25,26 Sector-7, IMT Manesar - 122050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200

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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**RESOLVED FURTHER THAT** pursuant to provisions of 31A of SEBI (LODR) Regulations, 2015, the Board of Directors hereby confirms that:

- (i) the Company is and post reclassification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (LODR) Regulations, 2015;
- (ii) Trading in Company's shares has not been suspended by stock exchanges;
- (iii) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories;

**RESOLVED FURTHER THAT** Mr. Deep Kapuria, Executive Chairman, Mr. Pranav Kapuria, Managing Director, Mr. Anuj Kapuria, Whole Time Director, and Mr. Naveen Jain, Company Secretary of the Company, be and are hereby severally authorized to intimate the Stock Exchanges, make the necessary application(s) to the Stock Exchanges and SEBI (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, queries, whatsoever that may arise in respect thereof, amend such details and to represent before such authorities as may be required, to otherwise do and/or cause to be done all such acts, deeds, matters and things as may be necessary or expedient for the purposes of obtaining requisite approvals for reclassification of promoters/promoter entities as aforesaid, in accordance with the applicable provisions of SEBI (LODR) Regulations, 2015 and such other statutes as may be applicable.”

**Certified True Copy  
For The Hi-Tech Gears Limited**

**Naveen Jain  
Company Secretary and Compliance Officer  
Membership No. A15237**

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## **ANNEXURE-III**

**Additional Details as required in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024.**

Sr. No.	Details	Information of such event(s)
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of M/s.PG & Associates, Company Secretaries as the Secretarial Auditor of the Company.
2	Date of appointment/ reappointment/ cessation (as applicable) & term of appointment/ re-appointment	Date: August 11, 2025  Term: Appointed as Secretarial Auditor of the Company for a period of five consecutive Financial Years 2025-26 to 2029-30 subject to approval of shareholders at the ensuing Annual General Meeting.
3	Brief Profile (in case of appointment)	M/s. PG & Associates is a firm founded in 2004 by CS Preeti Grover. The firm brings deep domain knowledge and extensive experience in compliance requirements for listed companies, with specialization in Secretarial Audits, Company Law matters, and SEBI Regulations.  CS Preeti Grover has over 28 years of experience. She is a certified CSR professional, a registered Social Impact Assessor, and an expert in start-up registrations with DPIIT. She is faculty at Institute of Directors (IOD), POSH Trainer and an Independent Director in three Listed Companies.
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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