

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L29130HR1986PLC081555

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH0156K

(ii) (a) Name of the company

THE HI-TECH GEARS LIMITED

(b) Registered office address

Plot No. 24,25,26, Sector-7, IMT Manesar NA
Manesar
Gurgaon
Haryana
122050

(c) *e-mail ID of the company

SE*****RS.CO

(d) *Telephone number with STD code

01*****00

(e) Website

www.thehitechgears.com

(iii) Date of Incorporation

23/10/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	1
2	National Stock Exchange (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U74899DL1973PLC006950

Pre-fill

Name of the Registrar and Transfer Agent

MAS SERVICES LTD

Registered office address of the Registrar and Transfer Agents

T-34, 2nd Floor, Okhla Industrial Area, Phase - II NA
New Delhi

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 26/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	2545887 Ontario Inc.		Subsidiary	100
2	The Hi-Tech Gears Canada Inc.		Subsidiary	100

3	Teutech Holding Corporation		Subsidiary	100
4	Teutech L.L.C		Subsidiary	100
5	Teutech Leasing Corp.		Subsidiary	100
6	Neo-Tech Auto Systemz Inc		Subsidiary	100
7	Neo-Tech Smart Solutions Inc		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	20,000,000	18,778,186	18,778,186	18,778,186
Total amount of equity shares (in Rupees)	200,000,000	187,781,860	187,781,860	187,781,860

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	20,000,000	18,778,186	18,778,186	18,778,186
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	187,781,860	187,781,860	187,781,860

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	66,396	18,701,604	18768000	187,680,000	187,680,000	
Increase during the year	0	24,818	24818	248,180	248,180	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	10,186	10186	101,860	101,860	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		14,632	14632	146,320	146,320	
Dematerialisation of physical shares						
Decrease during the year	14,632	0	14632	146,320	146,320	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	14,632		14632	146,320	146,320	
Dematerialisation of physical shares						
At the end of the year	51,764	18,726,422	18778186	187,781,860	187,781,860	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE127B01011

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

7,799,842,698

(ii) Net worth of the Company

4,361,303,436.72

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,759,526	30.67	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,799,076	25.56	0	
10.	Others	0	0	0	
	Total	10,558,602	56.23	0	0

Total number of shareholders (promoters)

13

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	3,605,452	19.2	0	
	(ii) Non-resident Indian (NRI)	479,886	2.56	0	
	(iii) Foreign national (other than NRI)	178	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	3,300	0.02	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	400	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	382,214	2.04	0	
10.	Others Foreign Portfolio Investors	3,748,154	19.96	0	
	Total	8,219,584	43.78	0	0

Total number of shareholders (other than promoters) 9,554

Total number of shareholders (Promoters+Public/
Other than promoters) 9,567

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	14	14
Members (other than promoters)	6,296	9,554
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	25.62	0
B. Non-Promoter	0	8	1	10	0	0.05
(i) Non-Independent	0	2	1	3	0	0
(ii) Independent	0	6	0	7	0	0.05
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	4	10	25.62	0.05

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

16

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Deep Kapuria	00006185	Whole-time director	3,119,461	
Anil Kumar Khanna	00207839	Director	0	17/09/2024
Sandeep Dinodia	00005395	Director	0	17/09/2024
Pranav Kapuria	00006195	Managing Director	848,102	
Anuj Kapuria	00006366	Whole-time director	844,062	
Vinit Taneja	02647727	Director	5,600	17/09/2024
Krishna Chandra Verm	03636488	Director	4,100	17/09/2024

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Malini Sud	01297943	Director	0	
Bidadi Anjani Kumar	00022417	Director	0	
Anant Jaivant Talaulica	00031051	Director	0	
Rajiv Batra	00082866	Director	0	
Kawal Jain	00910924	Director	1,100	
Amresh Kumar Verma	09587704	Whole-time director	0	06/08/2024
Ramesh Shankarmal P	00901506	Director	0	
Naveen Jain	AEVPJ4561N	Company Secretar	1,069	
Kapil Rajora	AGOPR1083Q	CFO	3,769	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Amresh Kumar Vern	09587704	Whole-time director	26/10/2023	Appointment
Ramesh Shankarma	00901506	Additional director	26/10/2023	Appointment
Ramesh Shankarma	00901506	Director	22/12/2023	Change in designation
Kawal Jain	00910924	Additional director	26/10/2023	Appointment
Kawal Jain	00910924	Director	22/12/2023	Change in designation
Subir Kumar Chowd	03633998	Whole-time director	01/04/2023	Appointment
Subir Kumar Chowd	03633998	Whole-time director	18/10/2023	Cessation
Sumeet Kumar	AFEPK8443E	CFO	14/08/2023	Cessation
Kapil Rajora	AGOPR1083Q	CFO	15/08/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2023	7,576	80	56.62

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2023	12	11	91.67
2	14/08/2023	12	11	91.67
3	26/10/2023	11	11	100
4	07/11/2023	14	13	92.86
5	13/02/2024	14	14	100

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2023	4	3	75
2	Audit Committee	14/08/2023	4	4	100
3	Audit Committee	07/11/2023	4	4	100
4	Audit Committee	13/02/2024	4	4	100
5	Nomination & Remuneration	12/08/2023	4	4	100
6	Nomination & Remuneration	26/10/2023	4	4	100
7	Nomination & Remuneration	09/01/2024	4	4	100
8	Nomination & Remuneration	12/02/2024	4	4	100
9	Stakeholders Forum	02/02/2024	3	3	100
10	Share Transfer	25/07/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/09/2024
								(Y/N/NA)
1	Deep Kapuria	5	4	80	3	3	100	No
2	Anil Kumar Kh	5	4	80	10	9	90	Not Applicable
3	Sandeep Dino	5	5	100	10	10	100	Not Applicable
4	Pranav Kapuri	5	5	100	3	3	100	Yes
5	Anuj Kapuria	5	5	100	5	5	100	No
6	Vinit Taneja	5	5	100	6	6	100	Not Applicable
7	Krishna Chan	5	5	100	6	6	100	Not Applicable
8	Malini Sud	5	5	100	1	1	100	Yes
9	Bidadi Anjani l	5	5	100	4	4	100	Yes
10	Anant Jaivant	5	5	100	0	0	0	No
11	Rajiv Batra	5	5	100	0	0	0	Yes
12	Kawal Jain	2	2	100	0	0	0	Yes
13	Amresh Kuma	2	2	100	0	0	0	No
14	Ramesh Shan	2	1	50	1	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Deep Kapuria	Executive Chair	40,980,600	0	0	0	40,980,600
2	Mr. Pranav Kapuria	Managing Direct	27,406,800	0	0	0	27,406,800
3	Mr. Anuj Kapuria	Whole Time Dire	27,406,800	0	0	0	27,406,800
4	Mr. Amresh Kumar	Whole Time Dire	1,687,901	0	0	0	1,687,901
5	Mr. Subir Kumar Ch	Whole Time Dire	10,249,833	0	0	0	10,249,833
	Total		107,731,934	0	0	0	107,731,934

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Naveen Jain	Company Secre	4,100,668	0	737,320.17	0	4,837,988.17
2	Mr. Sumeet Kumar	Chief Financial C	6,180,527	0	0	0	6,180,527
3	Mr. kapil Rajora	Chief Financial C	8,316,427	0	1,775,865	0	10,092,292
	Total		18,597,622	0	2,513,185.17	0	21,110,807.17

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Bidadi Anjani Ku	Non-Executive C	0	743,959	0	160,000	903,959
2	Mr. Anant Jaivant T	Non-Executive C	0	743,959	0	100,000	843,959
3	Mr. Anil Kumar Kha	Independent Dir	0	743,959	0	230,000	973,959
4	Mr. Sandeep Dinod	Independent Dir	0	743,959	0	270,000	1,013,959
5	Mr. Krishna Chandr	Independent Dir	0	743,959	0	210,000	953,959
6	Ms. Malini Sud	Independent Dir	0	743,959	0	115,000	858,959
7	Mr. Vinit Taneja	Independent Dir	0	743,959	0	190,000	933,959
8	Mr. Rajiv Batra	Independent Dir	0	743,959	0	115,000	858,959
9	Mr. Ramesh Shank	Independent Dir	0	321,163	0	20,000	341,163
10	Mr. Kawal Jain	Non-Executive C	0	321,163	0	40,000	361,163
	Total		0	6,593,998	0	1,450,000	8,043,998

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

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XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms. Akarshika Goel

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

12770

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

shareholder list.pdf
MGT-8.pdf
List of Committee Meeting_THGL_2023-24
Clarification letter for NET.WORTH.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



GROVER AHUJA & ASSOCIATES

Company Secretaries

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **THE HI-TECH GEARS LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return of the Company states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of which we certify:
 1. That its status is Listed Non-Government Indian Public Company having Share Capital with Limited Liability under this Act;
 2. The Company has maintained the registers/ records & made entries therein within the time prescribed;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court~~ or other authorities within/beyond the prescribed time as mentioned in **Annexure- A**;
 4. The Company has called/convened/held meetings of Board of Directors, its committees and the meetings of the members of the Company on dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in Minute Book maintained for the purpose and the same have been signed;
 5. The Company has closed its Register of Members and the Share Transfer Books from 22nd September, 2023 (Friday) to 28th September, 2023 (Thursday) (both days inclusive) for E-voting and final dividend for 37th Annual General Meeting of the Company;
 6. There were no advances/ loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act;
 7. As informed by the management, all related party transactions entered during the year were in ordinary course of the business and are on arm's length basis and the Company has taken the requisite approvals in compliance with the provisions of Section 188 of the Act;

302, 3rd Floor, Gagandeep Building, Rajendra Place, New Delhi – 110008

Tel: +91 11 49091217

Email: groverahuja@hotmail.com

8. During the year under review, the Company has allotted 10,186 equity shares @ INR 10/- per share upon exercise of vested options by the Eligible Employees under "The Hi-Tech Gears Limited Stock Incentive Plan, 2021" ("THGL SIP, 2021"/ "Plan") on 09-01-2024 in demat form; There were transfers or transmissions in Demat form;

Apart from the above, there has been no allotment of Shares or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of capital/conversion of shares/ securities;

9. The Company has not kept in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company, during the Financial Year 2023-24, has declared and paid a final dividend of Rs. 2.50 per equity share aggregate amounting to Rs. 469.20 Lakhs related to financial year 2022-23 in compliance with the provisions of the Act.

Further during the year, the Company has transferred unclaimed/unpaid amount of final dividend and interim dividend relating to financial year 2015-16 amounting Rs. 106,030/- and Rs. 91,938/- respectively and interim dividend relating to financial year 2016-17 amounting Rs. 87,881/- to Investor Education and Protection Fund (IEPF). The Company has also transferred 1212 shares to IEPF in accordance with Section 125 of the Act and Rules made thereunder;

11. Signing of audited financial statements were as per the provisions of Section 134 of the Act and report of the Directors as per sub sections (3),(4) and (5) thereof;
12. The composition of Board of Directors and KMP's is duly constituted. During the year under review:
- a. Mr. Sumit Kumar resigned from CFO of the Company w.e.f. closure of business hours on 14-08-2023;
 - b. Mr. Subir Kumar Chowdhary appointed as Whole Time Director w.e.f. 01-04-2023 and resigned from the same post w.e.f. closure of business hours on 18-10-2023;
 - c. Mr. Kapil Rajora was appointed as CFO of the Company w.e.f. 15-08-2023;
 - d. Mr. Ramesh Shankarmal Pilani was appointed as an Independent Additional Director w.e.f. 26-10-2023 and was regularized as Independent Director w.e.f. 22-12-2023;
 - e. Mr. Kawal Jain was appointed as an Additional Director (Non-Executive) w.e.f. 26-10-2023 and was regularized as Non-Executive Director w.e.f. 22-12-2023;
 - f. Mr. Amresh Kumar Verma was appointed as an Additional Director w.e.f. 26-10-2023 and was appointed as Whole Time Director and KMP designated as Executive Director on the same date which was approved by the shareholders on 22-12-2023;

Further, the Company has received disclosure of interest of all the Directors and KMPs and the remuneration paid to them was as per applicable provisions of the Act;

13. M/s YAPL and Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for 5 years to hold office from the conclusion of the 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the company to be held in the year 2027-28;
14. During the year, Company was not required to obtain the approval from Central Government, Tribunal, Registrar, Court, or such other authorities under the various provisions of the Act;
15. There were no instances of acceptance/ renewal/ repayments of deposits;
16. The Company has outstanding secured borrowing as on 31st March, 2024 in form of:
 - a. Rupee Loan from banks amounting Rs. 30.41 Crore;
 - b. Lease Liability from others amounting to Rs. 27.24 Crore; and
 - c. Working capital loan repayable on demand from Banks amounting to Rs. 46.77 Crore.

Apart from this, the Company has not made any loan from its members or public financial institutions. There has been creation/modification/ satisfaction of charge which is mentioned in **Annexure-A**.

17. The Company has given loan to and made the investments in other body corporates which was outstanding amounting to Rs. 7.83 crores and Rs. 166.29 crores respectively as on 31st March, 2024 in compliance with Section 186 of the Act.
18. There is no change in Memorandum of Association and Articles of Association of the Company during the financial year.

**For Grover Ahuja & Associates
Company Secretaries**

Place: New Delhi
Date: 14-11-2024

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**Akarshika Goel
(Partner)**

C.P No: 12770

Peer Review Certificate No.: 2528/2022

UDIN: A029525F002155341

THE HI-TECH GEARS LIMITED

ANNEXURE- A

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2024.

FORMS & RETURNS FILED WITH THE REGISTRAR OF COMPANIES

S. No.	Forms/Returns Filed	Particulars of Forms/Returns Filed	Date of Filing and SRN	Whether filed within prescribed time Yes/No
1	MGT-14	Board resolution passed on 07-11-2023 for Enhancement of Working Capital Limits	AA6277848 30/11/2023	Yes
2	MGT-14	Board resolution passed on 26-10-2023 for Appointment & Remuneration of Amresh Kumar Verma--WTD & KMP as Executive Director of Company	AA6072850 04/11/2023	Yes
3	DIR-12	Appointment of Kawal Jain as Additional Director (Professional--Non-Executive) & Ramesh Shankarmal Pilani as Additional Director (Independent) w.e.f. October 26, 2023	AA6069356 04/11/2023	Yes
4	DIR-12	Change in Designation of Amresh Kumar Verma--as WTD w.e.f. 26/10/2023	AA6062865 02/11/2023	Yes
5	DIR-12	Appointment of Amresh Kumar Verma as Additional Director w.e.f. 26/10/2023	AA6046248 01/11/2023	Yes
6	DIR-12	Resignation of Subir Kumar Chowdhury w.e.f. 18/10/2023 as WTD	AA5962199 23/10/2023	Yes
7	DIR-12	Appointment of Kapil Rajora as CFO w.e.f. 15/08/2023 & Resignation of Sumeet Kumar as CFO w.e.f. 14/08/2023	AA4618709 11/09/2023	Yes
8	MGT-14	Resolutions Passed in exercise of Board powers--BM dated 14 Aug 2023: 1. Approval fo draft 37th Board report for FY 2022-23 & to authorise for signing 2. To consider the apointment of CFO & KMP (Kapil Rajora)	AA4517007 02/09/2023	Yes
9	MGT-14	Resolutions Passed in exercise of Board powers--BM dated 27 May 2023: 1. Approvalfor reappointment & remuneration of M/s Grover Ahuja & Associates as Secretarial Auditors for FY 2023-24; 2. To consider & apProve the Standalone Audited Financial Statements for FY 31, 2023 with draft Audit Report & also the Standalone	AA3046095 23/06/2023	Yes

S. No.	Forms/ Returns Filed	Particulars of Forms/Returns Filed	Date of Filing and SRN	Whether filed within prescribed time Yes/No
		Audited Financial Results for 4th Quarter ended March 31, 2023 pursuant to SEBI LODR Reg; 3. Approval fo the Consolidated Audited FS for FY 31, 2023 with draft Audit Report & also the Consolidated Audited Financial Results for 4th Quarter ended March 31, 2023 pursuant to SEBI LODR Reg; 4. Approval for reappointment & remuneration of Internal Auditor for FY 2023-24; 5. Approval of the Sale of the 04 Residential Flats situated as Bhiwadi Rajasthan;		
10	DIR-12	Change in designation of Mr. Subir Kumar from Additional Director to WTD w.e.f 01.04.20223	AA1820632 06/04/2023	Yes
11	DIR-12	Appointment of Mr. Subir Kumar as an Additional Director w.e.f 01.04.20223	AA1787315 04/04/2023	Yes
12	MR-1	Return of appointment of Managerial Remuneration for Subir Kumar Chowdhury as WTD w.e.f. 01/04/2023 vide BR dated 08/02/2023	AA2466758 17/05/2023	Yes
13	MGT-7	Annual Return in Form MGT-7 for FY ending March 31, 2023	F83654087 25/11/2023	Yes
14	CRA-2	Appointment of Cost Auditor for FY 2023-24	F62024468 21/06/2023	Yes
15	MGT-14	Resolution passed at 37th AGM on 28 September 2023: 1. To adopt Audited Standalone & Consolidated FS for year ending March 31, 2023--Ordinary Res; 2. To declare dividend @25% i.e. Rs 2.5 per share to members whose names appear on ROM on September 21, 2023--Ordinary Res; 3. To appoint Anant Jaivant Talaulicar who retires by rotation & being eligible offers himself for re-appointment--Ordinary Res; 4. To appoint Anuj Kapuria who retires by rotation & being eligible offers himself for re-appointment--Ordinary Res; 5. Special Business--Approval of remuneration of Cost Auditor for FY 2023-24--Ordinary Resolution	AA5839267 11/10/2023	Yes
16	CRA-4	Filing of Cost Audit Report--date of approval of BM--14/08/2023	F63835474 04/09/2023	Yes

S. No.	Forms/ Returns Filed	Particulars of Forms/Returns Filed	Date of Filing and SRN	Whether filed within prescribed time Yes/No
17	AOC-4	Filing of Financial Statements	F71841506 26/10/2023	Yes
18	IEPF-1	Statement of amount credited to IEPF Fund-Rs 91938 for due date 18 March 2023--Interim Dividend 2015-16	F59775296 21/03/2023	Yes
19	IEPF-1	Statement of amount credited to IEPF Fund-Rs 106030 for due date 28 October 2023--Final Dividend 2015-16	F81626699 20/11/2023	Yes
20	IEPF-2	Statement of unclaimed & unpaid amounts and details of Nodal Officer--for Financial year ending 31/03/2023--Date of AGM--29-Sep-2023	F81571978 20/11/2023	Yes
21	IEPF-3	Within 30 days of end of financial year	F60287513 05/04/2023	Yes
22	IEPF-4	Statement of Shares transferred to IEPF-- No of shares--1703 aggregating to Rs. 17030 for Interim Dividend FY 2015-16	F61225165 21/03/2023	Yes
23	IEPF-7	Within 30 days of remittance of any further dividend received on such shares	F77349520 02/11/2023	Yes
24	DPT-3	Return of Deposit for the FY 2022-23	AA3236174 30/06/2023	Yes
25	MGT-15	Proceeding of AGM held on 28-09-2023	F66281593 07/10/2023	Yes
26	MSME	Half year ending March 31, 2023	Not applicable	Yes
27	MSME	Half year ending March 31, 2024	Not applicable	Yes
28	CHG-1	Modification of charge ID: 100233349 dated 27-02-2024 favoring HDFC Bank for amount Rs. 94 cr	AA7130563 02-04-2024	No
29	CHG-1	Creation of Charge ID: 100880702 dated 26-02-2024 favouring Yes Bank for amount Rs. 10 cr	AA7069882 16-03-2024	Yes
30	CHG-4	Satisfaction of Charge ID: 100078935 dated 08-01-2024 favouring IDBI TRUSTEESHIP SERVICES LIMITED amounting to Rs. 133.88 cr	AA6577193 12-01-2024	Yes
31	CHG-1	Creation of Charge ID:100853415 dated 04-01-2024 favouring THE FEDERAL BANK LTD amounting to Rs. 5.50 cr	AA6728102 31-01-2024	Yes
32	CHG-1	Modification of charge ID: 90069164 dated 07-02-2024 favouring ICICI BANK LIMITED amounting to Rs. 29 cr	AA6913333 01-03-2024	Yes

S. No.	Forms/ Returns Filed	Particulars of Forms/Returns Filed	Date of Filing and SRN	Whether filed within prescribed time Yes/No
33	CHG-1	Modification of charge ID: 80021701 dated 04-03-2024 favouring Standard Chartered Bank amounting to Rs. 30 cr	AA7071094 21-03-2024	Yes
34	CSR-2	FY 2023-24	F93614170 20-03-2024	Yes
35	CHG-1	Modification of charge ID: 100495697 dated 11-12-2023 favouring THE FEDERAL BANK LTD amounting to Rs. 30 cr	AA6424823 21-12-2023	Yes
36	MGT-14	Resolution passed by Finance committee on 26-12-2023 for: 1. Approval for Credit/ Term Loan facilities from Federal Bank Limited	AA6560720 11-01-2024	Yes
37	MGT-14	Resolution passed by NRC committee on 09-01-2024 for 1. ALLOTMENT OF 10,186 FULLY PAID-UP EQUITY SHARES PURSUANT TO THE HI-TECH GEARS LIMITED STOCK INCENTIVE PLAN 2021	AA6645650 29-01-2024	Yes
38	MGT-14	Resolution passed in BM on 13-02-2024 for: 1.To consider and approve the availing of working capital facilities from Yes Bank Limited 2. To consider and approve the working capital facilities from HDFC Bank Limited 3. To consider and approve the availing of term loan facility from The HDFC Bank Limited 4. Approval of the sale of the 05 residential flats situated at bhiwadi, rajasthan 5. To consider and approve lien on fixed deposit receipt (FDR) of upto Rs. 20 lakhs in favour of Citibank	AA7051164 11-03-2024	Yes
39	MR-1	Appointment of Amresh Kumar Verma as WTD w.e.f. 26-10-2023 for a period of 3 years	AA6457148 23-12-2023	Yes
40	Pas-3	Allotment of 10186 equity shares under ESOPs on 09-01-2024	AA6602425 15-01-2024	Yes
41	MGT-14	Resolution passed through Postal Ballot on 22-12-2023 1. SR passed for Appointment & Remuneration of Mr. Amresh Kumar Verma (DIN-09587704) as Whole Time Director & Key Managerial Personnel designated as Executive Director of the Company. 2. OR passed Appointment of Mr. Kawal Jain (DIN: 00910924) as a Non- Executive & Non-Independent Director of the Company 3. SR passed Appointment of Mr. Ramesh	AA6546593 06-01-2024	Yes

S. No.	Forms/ Returns Filed	Particulars of Forms>Returns Filed	Date of Filing and SRN	Whether filed within prescribed time Yes/No
		Shankarmal Pilani (DIN:00901506) as a Non-Executive & Independent Director of the Company. 4. SR passed To increase the maximum number of Directors on the Board of the Company.		
42	DIR-12	Change in designation of Kawal Jain and RAMESH SHANKARMAL PILANI as Director and ID respectively w.e.f. 22-12-2023	AA6380678 06-01-2024	Yes
43	MGI-14	SR passed through Postal Ballot on 06-05-2023 1. Appointment of Mr. Subir Kumar Chowdhury (DIN: 03633998) as Whole-time Director designated as "Executive Director & President" and payment of remuneration thereof.	AA2420907 13-05-2023	Yes

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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

Number of Committee meetings held during the Year 2023-24

Sr. No	Type of Meeting	Date of Meeting	Total Number of Members a on the date of the meeting	Attendance	
				No. of member attended	As % age of Total members
1	Audit Committee	27.05.2023	4	3	75%
		14.08.2023	4	4	100%
		07.11.2023	4	4	100%
		13.02.2024	4	4	100%
2	Nomination & Remuneration Committee	12.08.2023	4	4	100%
		26.10.2023	4	4	100%
		09.01.2024	4	4	100%
		12.02.2024	4	4	100%
3	Stakeholder Relationship committee	02.02.2024	3	3	100%
4	Share Transfer Committee	25.7.2023	3	3	100%
5	CSR Committee	15.12.2023	3	3	100%
6	Independent Directors' Meeting	04.03.2024	7	6	85.71%
7	Finance Committee	26.12.2023	2	2	100%
8	Risk Management Committee	Not applicable			

For The Hi-Tech Gears Limited

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N JAIN Date: 2024.11.18 10:17:33 +05'30'

Naveen Jain
Company Secretary & Compliance Officer
M. No: A15237
Encl: as above

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 Mariesar - 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 Emponum PA 15834, USA



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

TO WHOMSOEVER IT MAY CONCERN

1. Calculation of Net Worth for FY 2023-2024

Particulars	Amount (INR)
Paid up share capital	18,77,81,860
Reserve & Surplus	4,17,35,21,576.72
<u>Net Worth</u>	<u>4,36,13,03,436.72</u>

Note:- While calculating the above Net Worth we have not considered the other comprehensive income (OCI) of INR 6,58,60,195.40/- .

2. Percentage of shares held by directors as at the end of year

S.no	Executive Directors	Non-Executive-Non-Independent Directors	Non-Executive-Independent Directors
1.	25.62	0.005	0.05

Thanking You,

Yours Faithfully,

For The Hi-Tech Gears Limited

NAVEEN
N JAIN

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by NAVEEN JAIN
Date: 2024.11.18
12:40:17 +05'30'

Naveen Jain

Company Secretary and Compliance Officer

M. No: A15237

Date: 18.11.2024

Place: Gurugram

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



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

Number of Committee meetings held during the Year 2023-24

Sr. No	Type of Meeting	Date of Meeting	Total Number of Members a on the date of the meeting	Attendance	
				No. of member attended	As % age of Total members
1	Audit Committee	27.05.2023	4	3	75%
		14.08.2023	4	4	100%
		07.11.2023	4	4	100%
		13.02.2024	4	4	100%
2	Nomination & Remuneration Committee	12.08.2023	4	4	100%
		26.10.2023	4	4	100%
		09.01.2024	4	4	100%
		12.02.2024	4	4	100%
3	Stakeholder Relationship committee	02.02.2024	3	3	100%
4	Share Transfer Committee	25.7.2023	3	3	100%
5	CSR Committee	15.12.2023	3	3	100%
6	Independent Directors' Meeting	04.03.2024	7	6	85.71%
7	Finance Committee	26.12.2023	2	2	100%
8	Risk Management Committee	Not applicable			

For The Hi-Tech Gears Limited

NAVEE Digitally signed
by NAVEN JAIN
Date: 2024.11.18
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N JAIN

Naveen Jain
Company Secretary & Compliance Officer
M. No: A15237
Encl: as above

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 25 Sector-7, IMT Manesar - 122050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200
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