



# THE HI-TECH GEARS LTD

CIN – L29130RJ1986PLC004536

Corporate Office: Millennium Plaza, Tower-B, Sushant Lok-I, Gurugram-122002, Haryana, (INDIA)

Tel : +91(124) 4715100

## **Disclosure of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Requirement of Regulation 46 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015

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

- Company has maintained its website at the URL [www.thehitechgears.com](http://www.thehitechgears.com)

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

a) *Details of its business;*

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

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

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

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

- Board of Directors have following Committees

Name of the Committee	Name of the Director/ Member	Position	Category
Audit Committee	Mr. Sandeep Dinodia	Chairman	Independent Director
	Mr. Anil Kumar Khanna	Member	Independent Director
	Mr. Anuj Kapuria	Member	Executive Director
	Mr. Krishna Chandra Verma	Member	Independent Director
Nomination & Remuneration Committee	Mr. Vinit Taneja	Chairman	Independent Director
	Mr. Sandeep Dinodia	Member	Independent Director
	Mr. Anil Kumar Khanna	Member	Independent Director
Corporate Social Responsibility	Mr. Krishna Chandra Verma	Chairman	Independent Director
	Mr. Deep Kapuria	Member	Executive Director
	Mr. Pranav Kapuria	Member	Executive Director
	Mr. Ramesh Chandra Jain	Member	Non-executive Independent director

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

Head Office : C-41/B, Kalkaji, New Delhi – 110019 INDIA

Regd. Office & Works I : A -589, Industrial Complex, Bhiwadi-301019, Rajasthan INDIA Tel.: +91(01493) 665000

Works-II : Plot No. 24, 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: Teutech Industries Inc. 361, Speedvale Ave W. Guelph, ON N1H 1 C7, CANADA

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

Stakeholder Relationship Committee	Mr. Anil Kumar Khanna	Chairman	Independent Director
	Mr. Vinit Taneja	Member	Independent Director
	Mr. Sandeep Dinodia	Member	Independent Director
Finance Committee	Mr. Deep Kapuria	Chairman	Executive Director
	Mr. Pranav Kapuria	Member	Executive Director
Share Transfer Committee	Mr. Deep Kapuria	Chairman	Executive Director
	Mr. Pranav Kapuria	Member	Executive Director
	Mr. Anuj Kapuria	Member	Executive Director

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;*

- 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;*

- Company has made & updated Vigil Mechanism/Whistle Blower Policy. 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 annual report.*

- Company has been disclosing the details of payment to 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*

- 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.*

- During the Financial Year 2016-17, the Company incorporated a wholly owned subsidiary Company in Canada viz 2545887 Ontario Inc. (‘254’). In turn 254 acquired 100% shares of 2504584 Ontario Inc, Canada (250) and The Hi-Tech Canada Inc. (formerly known as Teutech Industries Inc.’). Both 250 and The Hi-Tech Canada Inc have some existing subsidiary companies in Canada and USA respectively.
- Pursuant to the provisions of the Regulation 24 of SEBI (LODR) Regulation, 2015, the Board Consider and Review the affairs of all subsidiary companies, wherein 254 and The Hi-Tech Canada Inc are considered as material Subsidiary companies out of 9 Numbers of total subsidiaries companies. Refer the details of subsidiary Company in the Latest Annual Report.

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

- Presently, there are six Independent Directors on the Board. They are all highly experienced & qualified persons. Further, they are independent director on the Board of the other companies also. Thus, they are very much 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. The details will be updated.

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

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

Designation of Officer	a) Company Secretary
	b) Chief Financial Officer
Email ID	<a href="mailto:secretarial@thehitechgears.com">secretarial@thehitechgears.com</a>
Contact No.	+911244715100

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

- Following officers are responsible for assisting and handling investor grievances:-

Designation of officer	Company Secretary
Email Id	<a href="mailto:secretarial@thehitechgears.com">secretarial@thehitechgears.com</a>
Contact no.	+911244715100

l) *Financial information including:*

- (i) *notice of meeting of the board of directors where financial results shall be discussed;*
- (ii) *financial results, on conclusion of the meeting of the board of directors where the financial results were approved;*
- (iii) *complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc;*

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

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

m) *Shareholding Pattern;*

- Company has been uploading the shareholding pattern on 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;*

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

o) *Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange;*

- Company has not given/made any Schedule of analyst or institutional investor meet and presentations to analysts or institutional investors. Whenever required, Information will be provided separately.

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.

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

- Company has been uploading the financial statements & other information as required under provisions of the erstwhile Listing Agreement & Regulation 47(1) of the new Regulations. 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;

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

**Sd/-  
Pranav Kapuria  
Managing Director**