

# FORM NO. MGT-7

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



सत्यमेव जयते

## 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  
Manesar  
Gurgaon  
Haryana  
122050

(c) \*e-mail ID of the company

secretarial@thehitechgears.coi

(d) \*Telephone number with STD code

01244715100

(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

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 28/09/2023

(b) Due date of AGM 30/09/2023

(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 9

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	2504584 Ontario Inc.		Subsidiary	100
7	2323532 Ontario Inc.		Subsidiary	100
8	Neo-Tech Auto Systemz Inc		Subsidiary	100
9	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	18,768,000	18,768,000	18,768,000
Total amount of equity shares (in Rupees)	200,000,000	187,680,000	187,680,000	187,680,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	20,000,000	18,768,000	18,768,000	18,768,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	200,000,000	187,680,000	187,680,000	187,680,000

###### (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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	68,104	18,699,896	18768000	187,680,000	187,680,000	
<b>Increase during the year</b>	0	0	0	17,080	17,080	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	
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	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				17,080	17,080	
Demat of Physical Shares						
<b>Decrease during the year</b>	0	0	0	17,080	17,080	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				17,080	17,080	
Demat of Physical Shares						
At the end of the year	68,104	18,699,896	18768000	187,680,000	187,680,000	
<b>Preference shares</b>						
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				0	0	
NA						
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				0	0	
NA						
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							
Date of registration of transfer (Date Month Year)							
Type of transfer				1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred				Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor							
Transferor's Name							
		Surname		middle name		first name	
Ledger Folio of Transferee							
Transferee's Name							
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)							
Type of transfer				1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred				Amount per Share/ Debenture/Unit (in Rs.)			

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
<b>Total</b>			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
<b>Total</b>					

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

**(i) Turnover**

7,818,143,942

**(ii) Net worth of the Company**

3,971,860,121

**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	5,751,647	30.65	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	25.57	0	
10.	Others	0	0	0	
	<b>Total</b>	10,550,723	56.22	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	6,539,258	34.84	0	
	(ii) Non-resident Indian (NRI)	465,125	2.48	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)	1,173,223	6.25	0	
10.	Others      Clearing Member and Uncl	35,793	0.19	0	
	<b>Total</b>	8,217,277	43.78	0	0

**Total number of shareholders (other than promoters)**

6,296

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

6,309

**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)	7,450	6,296
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
<b>A. Promoter</b>	3	0	3	0	25.63	0
<b>B. Non-Promoter</b>	0	9	0	8	0	0.05
(i) Non-Independent	0	3	0	2	0	0
(ii) Independent	0	6	0	6	0	0.05
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>3</b>	<b>9</b>	<b>3</b>	<b>8</b>	<b>25.63</b>	<b>0.05</b>

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

13

## **(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	
Pranav Kapuria	00006195	Managing Director	848,102	
Anuj Kapuria	00006366	Whole-time director	844,062	
Sandeep Dinodia	00005395	Director	0	
Anil Kumar Khanna	00207839	Director	0	
Bidadi Anjani Kumar	00022417	Director	0	
Vinit Taneja	02647727	Director	5,600	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Krishna Chandra Verma	03636488	Director	4,100	
Malini Sud	01297943	Director	0	
Anant Jaivant Talaulicar	00031051	Director	0	
Rajiv Batra	00082866	Director	0	
Naveen Jain	AEVPJ4561N	Company Secretary	0	
Sumeet Kumar	AFEPK8443E	CFO	0	14/08/2023

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

3

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)
Ramesh Chandra Jain	00038529	Director	23/03/2023	Cessation
Vijay Mathur	ADGPM5628K	CFO	08/02/2023	Cessation
Sumeet Kumar	AFEPK8443E	CFO	09/02/2023	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	29/09/2022	7,944	84	57

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	12	10	83.33
2	08/08/2022	12	10	83.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	07/11/2022	12	12	100
4	08/02/2023	12	11	91.67

#### C. COMMITTEE MEETINGS

Number of meetings held

14

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	30/05/2022	4	3	75
2	Audit Committee	08/08/2022	4	3	75
3	Audit Committee	07/11/2022	4	4	100
4	Audit Committee	08/02/2023	4	3	75
5	Nomination & Remuneration Committee	03/08/2022	3	2	66.67
6	Nomination & Remuneration Committee	05/11/2022	3	3	100
7	Nomination & Remuneration Committee	22/11/2022	3	3	100
8	Nomination & Remuneration Committee	07/02/2023	3	3	100
9	Independent Directors	08/02/2023	6	6	100
10	Stakeholders Forum	08/02/2023	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	28/09/2023
								(Y/N/NA)
1	Deep Kapuria	4	4	100	4	4	100	No
2	Pranav Kapuri	4	4	100	4	0	0	Yes
3	Anuj Kapuria	4	2	50	7	5	71.43	Yes
4	Sandeep Dino	4	4	100	9	9	100	Yes

5	Anil Kumar Kh	4	2	50	9	7	77.78	Yes
6	Bidadi Anjani I	4	4	100	0	0	0	Yes
7	Vinit Taneja	4	4	100	5	5	100	Yes
8	Krishna Chanc	4	4	100	5	5	100	Yes
9	Malini Sud	4	4	100	0	0	0	Yes
10	Anant Jaivant	4	4	100	0	0	0	Yes
11	Rajiv Batra	4	3	75	0	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Deep Kapuria	Executive Chairn	38,035,440	0	0	0	38,035,440
2	Mr. Pranav Kapuria	Managing Direct	25,267,080	0	0	0	25,267,080
3	Mr. Anuj Kapuria	Whole Time Dire	25,267,080	0	0	0	25,267,080
	Total		88,569,600	0	0	0	88,569,600

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	3,748,302	0	0	0	3,748,302
2	Mr. Vijay Mathur	Chief Financial C	2,719,429	0	0	0	2,719,429
3	Mr. Sumeet Kumar	Chief Financial C	2,325,130	0	0	0	2,325,130
	Total		8,792,861	0	0	0	8,792,861

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Anil Kumar Kha	Independent Dir	0	771,049	0	120,000	891,049
2	Mr. Sandeep Dinodi	Independent Dir	0	771,049	0	160,000	931,049
3	Mr. Vinit Taneja	Independent Dir	0	771,049	0	120,000	891,049

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	Mr. Ramesh Chand	Non-Executive D	0	752,039	0	60,000	812,039
5	Mr. Krishna Chandr	Independent Dir	0	771,049	0	115,000	886,049
6	Mr. Bidadi Anjani Ku	Independent Dir	0	771,049	0	50,000	821,049
7	Ms. Malini Sud	Independent Dir	0	771,049	0	65,000	836,049
8	Mr. Anant Jaivant T	Non-Executive D	0	771,049	0	50,000	821,049
9	Mr. Rajiv Batra	Independent Dir	0	771,049	0	55,000	826,049
	Total		0	6,920,431	0	795,000	7,715,431

#### 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

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

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. ... 168 dated 04/11/2019

(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

DEEP  
KAPURIA  
Digitally signed by  
DEEP KAPURIA  
Date: 2023.11.26  
14:15:54 +05:30

DIN of the director

00006185

#### To be digitally signed by

NAVEEN  
JAIN  
Digitally signed by  
NAVEEN JAIN  
Date: 2023.11.26  
14:16:35 +05:30

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

15237

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**

List of Committee Meeting\_THGL\_2022-23  
Final\_MGT-8\_the\_hitech\_2022-23.pdf  
List of shareholders.pdf  
Clarification letter for Net Worth Calculation

**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**





# 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](mailto:secretarial@thehitechgears.com)

## Number of Committee meetings held during the Year 2022-23

Sr. No	Type of Meeting	Date of Meeting	Total No of members as on the date of meeting	Attendance	
				No. of member attended	As % age of Total members
1	Audit Committee	30.05.2022	4	3	75%
		08.08.2022	4	3	75%
		07.11.2022	4	4	100%
		08.02.2023	4	3	75%
2	Nomination & Remuneration Committee	03.08.2022	3	2	66.66%
		05.11.2022	3	3	100%
		22.11.2022	3	3	100%
		07.02.2023	3	3	100%
3	Independent Directors' Meeting	08.02.2023	6	6	100%
4	Stakeholder Relationship committee	08.02.2023	3	3	100%
5	CSR Committee	28.01.2023	4	3	75%
6	Share Transfer Committee	06.05.2022	3	2	66.66%
		05.11.2022	3	2	66.66%
		02.03.2023	3	2	66.66%
7	Risk Management Committee	Not applicable as it is only applicable on Top 500 listed entities			

For The Hi-Tech Gears Limited



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

[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



## 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 **31<sup>st</sup> March, 2023**. 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 23<sup>rd</sup> September, 2022 (Friday) to 29<sup>th</sup> September, 2022 (Thursday) (both days inclusive) for E-voting and final dividend for 36<sup>th</sup> 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;

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

Tel: +91 11 49091217

Email: groverahuja@hotmail.com

Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the company to be held in the year 2027-28;

14. During the year, Company has not obtained 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 31<sup>st</sup> March, 2023 in form of:
  - a. Rupee Loan from banks amounting Rs. 38.61 Crore;
  - b. Lease Liability from others amounting to Rs. 20.50 Crore; and
  - c. Working capital loan repayable on demand from Banks amounting to Rs. 47.06 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 made the investment in other body corporates and has given loan to M/s 2545887 Ontario Inc., Canada, a wholly owned subsidiary in compliance with Section 186 of the Act. Apart from it, the Company has not given any loans or guarantees, provided any securities or made any investments to other bodies corporate or persons.
18. There is no change in Memorandum of Association and Articles of Association of the Company during the financial year.

Place: New Delhi  
Date: 20/11/2023

For Grover Ahuja & Associates  
Company Secretaries

AKARS  
HIKA  
GOEL  
Digitally signed  
by AKARSHIKA  
GOEL  
Date: 2023.11.20  
15:56:36 +05'30'

Akarshika Goel  
(Partner)

C.P No: 12770

UDIN: A029525E002027477



# 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](mailto:secretarial@thehitechgears.com)

## TO WHOMSOEVER IT MAY CONCERN

### Calculation of Net Worth for FY 2022-2023

Particulars	Amount (INR)
Paid up share capital	18,76,80,000
Reserve & Surplus	3,71,96,78,577
<b><u>Net Worth</u></b>	<b><u>3,90,73,58,577</u></b>

**Note:-** While calculating the above Net Worth we have not considered the other comprehensive income (OCI) of INR 6,45,03,788.

Thanking You,  
Yours Faithfully,  
For The Hi-Tech Gears Limited



Naveen Jain  
Company Secretary and Compliance Officer  
M. No: A15237  
Date: 25.11.2023  
Place: Gurgaon

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

Works-I: A-589 Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel: +91(1493) 255000  
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Subsidiaries: The Hi-Tech Gears Canada, Inc. 361 Speersville Ave W. Guelph, ON N1H 1G7 CANADA  
Tel: 519 835 2211 Baiton St. Emporium, PA 19034 USA