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

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Date: August 21, 2026

The Manager, **Listing Department,** **National Stock Exchange of India Limited,** **"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: Intimation for Submission of Annual Report of the Company for the Financial Year 2025-26.

Dear Sir/Ma'am,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year 2025-26 inter-alia containing the Notice of 40th Annual General Meeting of the Company.

The Annual Report containing the Notice is also uploaded on the Company's website at www.thehitechgears.com

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

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

NAVEEN JAIN
Digitally signed by NAVEEN JAIN
Date: 2026.08.21 15:58:57 +05'30'

(Naveen Jain)
Company Secretary & Compliance Officer
Membership No. A15237

Encl: as above

passion to succeed

passion | innovation | technology

THE HI-TECH GEARS LTD.

ENGINEERING CONVERGENCE SOLUTIONS FOR A LEAN WORLD

ENGINEERING

MANUFACTURING

ROBOTICS

40th ANNUAL REPORT 2025-2026

future engage deliver

THGL next

Vision

Be a global footprint Company and a benchmark for world class manufacturing systems

Mission

We will be the preferred partner in delivering engineering products and design solution through lean philosophy with a focus on:

- Building a customer centric Organization
- Rapid development of products and innovative solutions
- Ensuring cost effectiveness
- Developing competent and committed people

Forward Looking Statement & Disclaimer

In our report we have disclosed forward looking information so that investor can better understand the company's future prospects and make informed decisions. This Annual report and other written and oral statements that we make from time to time contain such forward looking statements that set out anticipated results based on management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'projects' 'intends', 'plans', 'believes', and words and terms of similar substance in connection with any discussion of future operating or financial performance. We cannot guarantee that any forward looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate assumptions, should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

The financial statements have the figures in millions unless specifically mentioned. The Messages, Management Discussion Analysis, Board's Report together with its Annexures are the statement of the financial figures, hence are provided in Rupees in million, unless specifically mentioned.

Source of information: we have consulted RBI, SIAM, ACMA, industry associations, fellow industry members, Industry journals, various ministries sites for the information set in this Report and some international sources sites such as IMF, World Bank etc. We have tried, wherever possible, to identify and authenticate the such information, however we undertake no obligation for its correctness and its updates.

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Registered Office & Plant II
Plot No. 24, 25, 26
Sector -7, IMT Manesar, Gurugram,
Haryana – 122050,
Tel: (0124) 4715200,

Corporate Office
14th Floor, Tower – B,
Unitech's Millennium Plaza,
Sushant Lok – 1, Sector – 27,
Gurugram,
Haryana - 122002
Tel : (0124) 4715100,
Email : secretarial@thehitechgears.com

Plant I
A-589, Industrial Complex,
Bhiwadi – 301019,
Dist. Alwar, (Rajasthan),
Tel: (01493) 265000/265199

Plant III:
SPL – 146,
Industrial Complex,
Bhiwadi – 301019,
Dist. Alwar, (Rajasthan)

Plants of Subsidiary Companies

The Hi-Tech Gears Canada Inc.
(Formerly known as Teutech Industries Inc.)
361, Speedvale Avenue W,
Guelph, ON N1H 1C7, Canada

Teutech LLC
227, Barton Street, Emporium,
PA, 15834, USA

Bankers
Standard Chartered Bank
Citi Bank
ICICI Bank Ltd.
HDFC Bank
The Federal Bank Limited

Registrar & Transfer Agent
M/s MAS Services Limited
T-34, 2nd Floor Okhla Industrial Area,
Phase-II, New Delhi – 110020
Tel : + (011) 26387281, 82, 83
Fax: (011) 26387384

Cost Auditors
M/s Kabra & Associates
Cost Accountants
552/1B, Arjun Street Main Vishwas Road
Vishwas Nagar, Delhi-110032

Board of Directors

Mr. Deep Kapuria - Executive Chairman

Mr. Anant Jaivant Talaulicar - Vice Chairman

Mr. Pranav Kapuria - Managing Director

Mr. Anuj Kapuria - Executive Director

Mr. Vijay Mathur - Executive Director & CFO

Mr. Bidadi Anjani Kumar - Non Executive Director

Mr. Kawal Jain - Non Executive Director

Ms. Suchitra Rajendra - Independent Director

Mr. Rajiv Batra - Independent Director

Mr. Vishal Seth - Independent Director

Mr. Arjun Juneja - Independent Director

Mr. Vikram Rupchand Jaisinghani - Independent Director

Mr. Deval Mahadev Desai - Independent Director

Mr. Ramakrishnan Ramanathan - Independent Director

Key Managerial Personnel

Mr. Vijay Mathur - Chief Financial Officer

Mr. Naveen Jain - GM Legal & Company Secretary

Statutory Auditors
M/s YAPL & Co.
Chartered Accountants
102-Kismat Complex, G.T. Road Millar Ganj,
Ludhiana-141003

Internal Auditors
M/s Grant Thornton Bharat LLP
(Formerly known as Grant Thornton India LLP)
21st Floor, DLF Square Jacaranda Marg,
DLF Phase-II, Gurugram-122002, India

Secretarial Auditors
M/s PG & Associates
Company Secretaries
E-50, Panchsheel Park, New Delhi 110017

THE HI-TECH GEARS LTD.

MILESTONES

1986 ONWARDS...

1986	Incorporated as a Public Limited Company
1988	Commencement of Production and Company became single source supplier to Hero Honda
1989	Product Indigenization
1992	Technical Tie-up with Kyush Musashi, a subsidiary of Honda Motors, Japan
1993	Backward Integration into Precision Forgings
1995	Selected as single source supplier to Honda Power, Tata Cummins Ltd.
1996	Technology Agreement with GETRAG, US
1996	Certified as ISO 9002, BPR launched
1997	Selected as a global source to Cummins, US
1998	Certified as QS 9000
1999	Separate Division to handle high-end design and CAD Services established, under the name of Hi-Tech ESoft.
2002	Launches Initiative of Lean Manufacturing
2003	Certified for:- • Integrated Quality Management Systems • TS 16949 for quality & obtainedEnvironment Certification ISO 4001: • Occupational Health & Safety Certification OHSAS 18001:1999
2004	Prototyping/Productionsing Precision Components for Robert Bosch, GM, Volvo and Daimler Chrysler
2005	State-of-the-art Manufacturing Facility set up at Manesar
2007	Hi-Tech eSoft (division of HGL) Certified for ISO 9001:2000
2008	ACMA Export Award 2006-07
2009	Excellence Award for Manufacturing and Export
2010	TPM Excellence Awards Category A & Shingo Silver Medallion
2011	New State of Art "ECOFAC" Plant setup in Bhiwadi
2012	Award for excellence in Consistent TPM Commitment
2013	ACMA Export Award
2014	ACMA Export Award (Large Category)
2015	Name of the Company changed to "The Hi-Tech Gears Ltd."
2017	Acquisition of Teutech Industries INC, Canada and Teutech LLC, USA.
2019	Achieved a Turnover of INR 9,000 Million (on consolidated basis)
2023	Achieved a Turnover of INR 10,000 Million (on Consolidated Basis)

CUSTOMERS

CHAIRMAN'S STATEMENT

Dear Shareholders,

I highly value this opportunity to communicate with all of you and present the 40th Annual Report of The Hi-Tech Gears Limited for the Financial Year ended on March 31, 2026.

As we contemplate our achievements and significant milestones over the past year, we feel reassured by the measures/actions we have taken during the year and a deep sense of optimism for the journey ahead. In a period characterized by rapid technological shifts, macro-economic fluctuations, and structural transformations within the global auto-component industry, your company has demonstrated resilience, agility, and a firm commitment to its core values.

We reinforce our dedication to corporate governance by remaining entirely transparent about our accomplishments, operational challenges, and long-term strategic goals. By navigating the ever-evolving automotive landscape with continuous innovation, deep collaboration, and a customer-centric approach, we continue to strengthen the trust that our shareholders place in us as stewards of their capital.

Global and Domestic Economic Affairs

The global economy continued to navigate a complex and evolving landscape during the year, shaped by persistent geopolitical tensions, changing trade dynamics, supply chain realignments, and policy uncertainty across major economies. While inflationary pressures moderated in several regions and monetary conditions gradually eased, businesses worldwide remained focused on enhancing operational resilience, diversifying supply chains, and strengthening long-term competitiveness. These developments have reinforced the importance of agility, innovation, and strategic adaptability in an increasingly interconnected global marketplace.

The continuing Russia-Ukraine war followed by Isreal- Palestine conflict in the Gaza region and then the US–Iran conflict that erupted in February 2026—disrupted key trade routes, caused Brent Crude prices to surge past $120 per barrel, and increased shipping costs by up to 300% on certain trade routes. These headwinds elevated input costs across energy, petrochemicals, aluminium, and freight. Your Company continued to actively managing these pressures through supply chain engagement, energy optimisation, and operational discipline. In addition, the global semiconductor shortage and boom of the AI investment have intensified competition for chip supply translating into production bottlenecks and rising electronics costs. However, the Government of India's continued focus on developing a domestic semiconductor ecosystem under the Semicon India programme is expected to enhance long-term supply chain resilience and reduce import dependence.

Despite these challenges, India has strengthened its position as a reliable global manufacturing hub. Supported by robust government initiatives, improving infrastructure, and the ongoing diversification of global supply chains, the country continues to attract increased sourcing and investment from leading global OEMs. This evolving landscape presents significant opportunities for Indian manufacturers with strong engineering capabilities and operational excellence.

The ongoing diversification of global supply chains, coupled with India's strong engineering capabilities, skilled workforce, and expanding industrial base, continues to create substantial opportunities for domestic manufacturers. Sectors such as automotive, precision engineering, electric mobility, defence, renewable energy, and industrial automation are witnessing increased investments, further strengthening India's position in global value chains.

Your Company remains focused on strengthening supply chain resilience, enhancing operational efficiencies, and maintaining close collaboration with customers and suppliers. With our diversified customer base, strong manufacturing capabilities, and commitment to innovation and quality, I am confident in our ability to navigate these evolving market conditions while creating sustainable long-term value for all stakeholders.

Indian Automotive Sector – Future Outlook

In FY 2025–26, the automotive component industry has continued to demonstrate remarkable resilience and adaptability amidst global uncertainty. The sector is undergoing a profound transformation, shaped by shifting global trends and the accelerated adoption of emerging technologies. Regulatory evolution, growing capital inflows, changing consumer expectations, and rising ESG (Environmental, Social, and Governance) priorities are fundamentally redefining its trajectory.

The Indian automotive sector continues to serve as a primary engine of economic transformation, exhibiting robust institutional resilience in an evolving global market. Anchored by strong domestic demand, progressive policy frameworks, and rising private investment, India's real GDP achieved an outstanding growth rate of 7.7% in FY2025–26, solidifying its position as the fastest-growing major economy in the world.

Mirroring this macroeconomic momentum, the domestic automotive industry plays a vital structural role, contributing approximately 7.1% to the national GDP and accounting for nearly half of India's manufacturing output. Backed by advanced technological adoption, high-value global exports, and rapid localization, India is steadily cementing its reputation as a premier global automotive hub

The transition towards electric mobility is gaining momentum, supported by favourable government policies, rising consumer acceptance, and continued investment across the value chain. Government initiatives such as the ₹ 10,900 crore PM E-DRIVE Scheme are accelerating EV adoption and localisation. As electrification gathers pace across vehicle segments, it is expected to create significant opportunities for precision engineering and component manufacturers like your Company

Considering this positive momentum and evolving trends, it is essential that we embrace an optimistic, forward-looking mindset approaching the future with confidence, determination, and the discipline to fully capitalize on emerging opportunities.

Company Performance and Strategy

This year, the Company delivered a steady performance amidst a dynamic business environment. Our strategic focus remains squarely on Optimizing asset utilization, Deepening customer relationships, enhancing cost-efficiency, Pursuing manufacturing excellence, and Upholding top-tier product quality. These initiatives are not just about growth but these are about building long-term, sustainable value for all stakeholders.

To summarise the financial results for Financial Year 2025–26, the Company reported a standalone turnover of ₹ 6667.67 million and a profit after tax (PAT) of ₹ 330.54 million. On a consolidated basis, including its subsidiaries, the Company achieved a turnover of ₹ 9084.25 million and a consolidated PAT of ₹ 209.79 million. Export turnover stood at ₹ 1732.26 million, representing 25.98% of standalone turnover.

Despite challenging market conditions and global economic uncertainties, your Company maintained its focus on operational efficiencies, product quality, and timely delivery. Leveraging deep-seated technical expertise in precision gears and advanced transmission equipment, we continue to aggressively penetrate new markets and expand high-margin revenue streams to drive sustainable, long-term shareholder value. Reflecting the Board's strong confidence in our strategic trajectory and an enduring commitment to capital return, the Board of Directors has recommended a final dividend of ₹ 4 per equity share (40%) for the Financial Year ended March 31, 2026.

We have moved into the new year with confidence, discipline, and a clear strategic direction. While the external environment will continue to present both opportunities and challenges, our Company's strong fundamentals, experienced leadership, and commitment to excellence position us well for sustained growth.

On behalf of the Board, I extend my sincere gratitude to our customers, employees, suppliers, business partners, shareholders, bankers, and all other stakeholders for their continued trust and unwavering support. Together, we look forward to building a stronger, more resilient, and prosperous future.

I wish to record my sincere gratitude to every member of The Hi-Tech Family for their dedicated and relentless hard work throughout the past year. I am also deeply thankful to our valued customers, supply chain partners, bankers, and my esteemed Board colleagues for their unwavering support and wise guidance at every step. As we move forward, I am confident that our journey together will continue to be both exciting and rewarding.

Deep Kapuria

Chairman

MANAGING DIRECTOR'S STATEMENT

Dear Stakeholders,

It is always a pleasure to connect with you every year to share the leadership perspective of the performance of your Company in the year gone by and the automotive industry outlook which directly impacts the Company.

At the outset I must express my gratitude to you for continuing to repose your trust in the Company as the financial year 2025-26 posed onerous challenges to the auto components industry in term of rising input and labour costs, an unsettled geo-political global situation impacting the world at large and auto components industry was no exception, all of which put the margins under pressure.

I am incredibly proud to report that The Hi-Tech Gears Limited navigated this period with unyielding resilience, sharp operational determination, and strict fiscal discipline. These core strengths did not merely empower us to deliver steady financial results in a muted market; they actively fortified our foundation. We have optimized our manufacturing efficiencies, deepened our engineering capabilities, and primed our asset base. Your Company stands fully prepared to significantly scale its performance and capture high-growth opportunities the moment the global business environment improves. We are ready for the next leg of our growth journey.

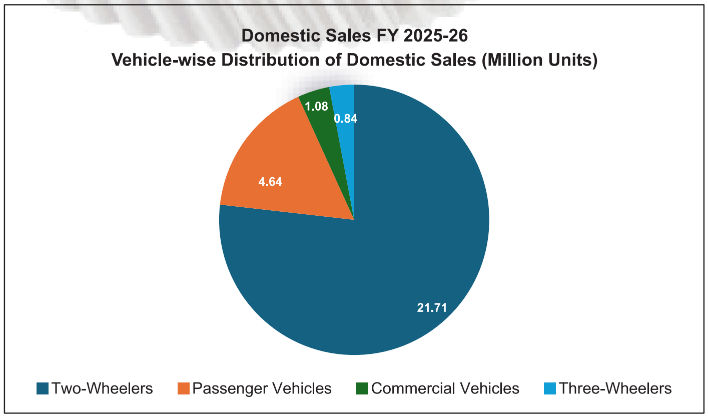
The Automotive Sector: A Pillar of India's Economic Growth

Despite the challenges mentioned above, the Indian automotive industry continued to reinforce its position as a strategic pillar of the nation's industrial and economic development. Sustained domestic demand, increasing localization, rapid technological advancements, and a growing focus on sustainable mobility have collectively strengthened the sector's long-term growth trajectory. As manufacturers accelerate investments in innovation, digitalisation, and supply chain resilience, the industry is well positioned to create enduring value for all stakeholders.

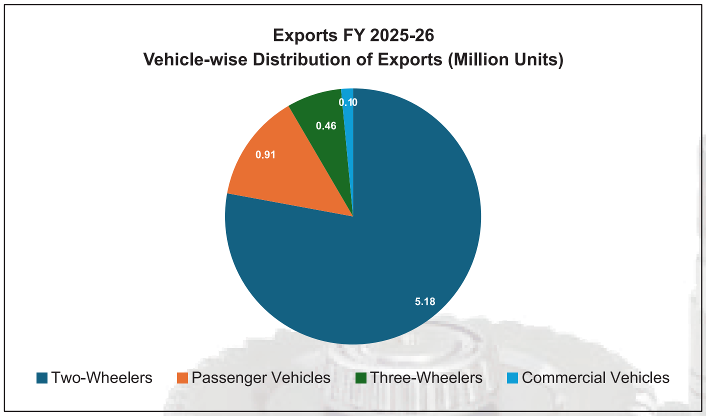
Against the backdrop of a highly resilient macroeconomic environment, India's real GDP grew at an impressive 7.7% in FY2025-26, heavily supported by the Government's proactive and growth-conducive policy frameworks. Capitalizing on this structural momentum, the Indian automobile industry recorded strong output volumes, maintaining its trajectory as one of the primary drivers of national manufacturing.

This performance was structurally propelled by a burgeoning middle class, expanding disposable incomes, evolving consumer preferences toward premium segments, and accelerated public infrastructure development. Across the sector, variable growth was witnessed across key product categories. The Passenger Vehicle (PV) segment led the industry's expansion, complemented by robust volume recoveries in the Two-Wheeler (2W) and Three-Wheeler (3W) spaces. Conversely, the Commercial Vehicle (CV) segment charted a more modest, marginal growth path, reflecting a year of steady cyclical consolidation.

This favourable industry momentum was reflected in the performance metrics reported by the Society of Indian Automobile Manufacturers (SIAM). During FY 2025-26, the Indian automobile industry recorded broad-based growth across production, domestic sales and exports, supported by sustained consumer demand, improving economic activity and continued infrastructure investments. Total vehicle production increased by 11.8% to 34.71 million units from 31.04 million units in FY 2024-25. Domestic sales grew by 10.4% to 28.27 million units as compared to 25.61 million units in the previous year, while exports registered a robust growth of 24.1%, rising to 6.65 million units from 5.36 million units. The strong export performance further highlights India's growing role as a competitive global manufacturing hub and the increasing acceptance of Indian-made vehicles across international markets.



Among major vehicle categories, the Two-Wheeler and Three-Wheeler segments continued to drive industry growth, with domestic sales increasing to 21.71 million units and 0.84 million units, respectively, from 19.61 million units and 0.74 million units in FY 2024-25. Passenger Vehicles maintained their leadership position, supported by rising consumer aspirations and demand for premium mobility solutions. Export growth remained broad-based, led by Passenger Vehicles, whose exports increased from 0.77 million units to 0.91 million units during the year. Commercial Vehicles, Three-Wheelers and Two-Wheelers also recorded healthy export growth, demonstrating the resilience, competitiveness and expanding global footprint of the Indian automotive industry.



Your Company has continued to lean aggressively into the industry's most consequential structural shift toward electrification. We are achieving this by deepening our development of advanced technology and EV specific components while systematically strengthening the core engineering capabilities that underpin our entire design and manufacturing infrastructure. I can assure every one of you that our management team remains single mindedly focused on product excellence. Our overriding strategic objective is to position the Company firmly at the technological frontier of this historic mobility transition rather than allowing it to remain at the margins.

Your Company's performance

This is our 40th Annual Report, and four decades in, I believe the truest measure of a company is not how it performs when conditions are easy, but how deliberately it acts when they are not.

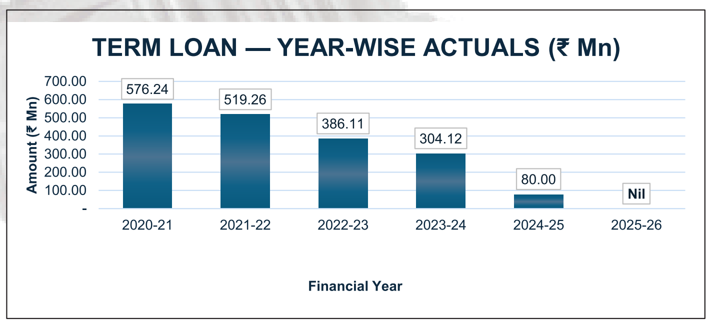
Domestically, our India operations entered a deliberate consolidation phase representing a conscious strategic choice to sharpen operational efficiency through comprehensive machine refurbishment and targeted labour productivity initiatives rather than chasing volume for its own sake. That strategic patience began to yield measurable results as the fiscal year progressed. Demand strengthened meaningfully during the second half of the year, accelerated by a pronounced consumer shift toward premium motorcycles and scooters across both electric vehicle and internal combustion engine platforms. Internationally, the market landscape proved more complex and challenging.

Our North American business navigated an industry environment where the core customer base adopted a strict wait and watch approach due to prevailing tariff fluctuations and broader geopolitical uncertainties, which subsequently caused a softening of export revenues from that specific geography

The Company demonstrated financial resilience in FY 2025-26, with the standalone sales turnover at Rs. 6,667.67 million. Despite inflation and increased input costs, your company has maintained Profit Before Tax (PBT) at Rs. 445.95 million, and Profit After Tax (PAT) at Rs. 330.54 million.

Key financial ratios reflected a mixed performance during the year. The current ratio improved from 1.89 to 2.03, representing a 7.48% increase, primarily due to reduced current liabilities through effective borrowing repayments and timely settlement of trade payables. The debt-equity ratio decreased from 0.24 to 0.20, reflecting prudent debt management and a stronger balance sheet. However, the EBITDA margin declined from 16.16% to 12.90%, and the net profit margin decreased from 7.20% to 4.96%, primarily due to higher consumable and manpower costs. Despite the pressure on margins, the Company continued to maintain disciplined cost control and operational efficiency initiatives to support long-term financial sustainability.

Your Company's term loan has been significantly decreased from ₹ 576 million to **NIL** during past 6 years, and current liabilities also declined commensurately, reflecting improved working-capital efficiency and deleveraging. Prudent cost-optimization measures—rationalizing overheads, negotiating favorable supplier contracts, and enhancing process automation—have safeguarded EBITDA margins, even as top-line was slightly contracted.



Looking Ahead

Entering FY 2026-27, India's resilient domestic demand and macroeconomic stability offer genuine confidence, despite persistent global risks. We are closely monitoring external challenges, particularly the impact of the US Iran conflict on oil, aluminium, and shipping costs, alongside evolving North American trade tariffs. Our strategic roadmap is clear. We will rebuild margins via rigorous cost control, expand our EV and precision component capabilities, and transform India's automotive momentum into long term, profitable value for shareholders.

None of this is possible without the people who choose to build alongside us. We continue to invest in long-term supplier partnerships, recognising that the quality and reliability our customers expect from us begins several tiers upstream in our supply chain. By keeping that collaboration transparent and genuinely two-way, we protect the resilience and agility of our supply chain even as the global marketplace grows more competitive by the year.

As I close, I wish to thank each of you, our customers, our employees, our vendors, our bankers and financial institutions and above all our shareholders for the patience and confidence you extended to us through a genuinely difficult year. Companies are not built in the easy years; they are built in years like this one. I look forward to your continued partnership as we carry that discipline into FY 2026-27 and beyond.

Pranav Kapuria

Managing Director

BOARD'S REPORT (F.Y. 2025-26)

Dear Members,

Your directors are pleased to present herewith the 40th Annual Report of your Company, together with the Audited Financial Statements of the Company for the Financial Year ending on March 31, 2026. Further, the consolidated performance of the Company and its subsidiaries have been referred to wherever required.

HIGHLIGHTS OF THE FINANCIAL PERFORMANCE

The highlights of the Standalone and Consolidated financial performance of the Company are as below:

(₹ in million except EPS)

Particulars	Standalone		Consolidated	
	2025-26	**2024-25**	**2025-26**	**2024-25**
1. Income				
a) Revenue from operations	6486.50	6389.93	8885.64	9068.07
b) Other operating revenues	181.17	186.16	198.61	201.57
c) Other income	138.45	120.03	143.80	117.17
Total Income	**6806.12**	**6696.12**	**9228.05**	**9386.81**
2. Expenses				
a) Cost of material consumed	3409.61	3316.51	4574.03	4515.73
b) Purchases of stock-in-trade	73.73	156.36	73.73	156.36
c) Changes in inventories of finished goods and work in progress	-6.65	-64.88	-57.50	-50.90
d) Employee benefits expense	1070.09	948.30	1755.06	1635.43
e) Finance costs	78.38	118.71	148.49	213.71
f) Depreciation and Amortization expense	353.66	327.71	673.37	634.66
g) Other expenses	1381.35	1257.72	1728.01	1654.16
Total expenses	**6360.17**	**6060.43**	**8895.19**	**8759.15**
3. Profit/(loss) before exceptional items and tax (1-2)	**445.95**	**635.69**	**332.86**	**627.66**
4. Income from exceptional items	**0**	**0**	**0**	**0**
5. Profit/(loss) before tax (3+4)	**445.95**	**635.69**	**332.86**	**627.66**
6. Total Tax Expense	**115.41**	**161.91**	**123.07**	**224.03**
7. Net Profit for the Year (5-6)	**330.54**	**473.78**	**209.79**	**403.63**
8. Other Comprehensive Income	**13.44**	**-111.20**	**268.90**	**-142.86**
9. Total Comprehensive Income for The Year (7+8)	**343.98**	**362.58**	**478.69**	**260.77**
10. Other equity as per statement of assets and liabilities	**4773.73**	**4518.01**	**5038.25**	**4647.82**
11. Paid-up equity share capital (Face value of ₹ 10/- per equity share)	**188.13**	**187.93**	**188.13**	**187.93**
12. Earnings per equity share (Face value of ₹ 10/- per equity share)				
(a) Basic (in ₹)	**17.59**	**25.23**	**11.16**	**21.49**
(b) Diluted (in ₹)	**17.57**	**25.19**	**11.15**	**21.46**

GENERAL INFORMATION

India's automobile story has been rewritten over the last decade. What began in 2014 with the Make in India initiative has evolved into one of the country's most significant industrial success stories — turning domestic car manufacturing into a global growth engine and positioning electric vehicles as the next frontier of expansion. Smart policy choices, targeted incentives, and steady infrastructure investment have combined to place India firmly on the world automotive map. The results speak for themselves: rising investment inflows, a wave of innovation, deeper localization of parts and production, and a sector now recognized as one of the fastest growing in the global economy.

The Indian automobile industry continued to demonstrate robust growth during the Financial Year 2025-26, reinforcing its position as one of the key contributors to the nation's manufacturing sector and economic development. India remains the world's largest manufacturer of three-wheelers, among the top two manufacturers of two-wheelers, among the top four manufacturers of passenger vehicles, and among the top five manufacturers of commercial vehicles globally.

The industry witnessed record-high production and sales across major vehicle segments during the year under review. Growth was supported by strong consumer demand, favourable macroeconomic conditions, improved affordability, enhanced availability of financing, reduction in interest rates, implementation of economic reforms, and increasing adoption of electric vehicles. Export performance also remained encouraging, reflecting the growing global acceptance of Indian automotive products and strengthening India's position in international markets.

As per data released by the Society of Indian Automobile Manufacturers (SIAM), total vehicle production during FY 2025-26 increased to 34.71 million units from 31.04 million units in FY 2024-25. Domestic sales rose to 28.27 million units as compared to 25.61 million units in the previous Financial Year, while exports increased to 6.65 million units from 5.36 million units, demonstrating healthy growth across the industry.

Among various segments, domestic sales of two-wheelers and three-wheelers recorded notable growth. Two-wheeler sales increased from 19.61 million units in FY 2024-25 to 21.71 million units in FY 2025-26, while three-wheeler sales rose from 0.74 million units to 0.84 million units during the same period. Export performance was also encouraging, with passenger vehicle exports increased from 0.77 million units to 0.91 million units. Exports of commercial vehicles, three-wheelers, and two-wheelers also registered growth, reflecting sustained demand in international markets.

The Indian automotive industry continues to present compelling long-term growth opportunities, supported by robust domestic demand, infrastructure development, favorable policy interventions, and rapid technological transformation. These structural drivers are expected to stimulate investments across the automotive value chain, including auto components, electric mobility, precision engineering, dealership networks, financing ecosystems, and allied infrastructure. As the industry evolves, companies with strong technological capabilities, manufacturing excellence, and customer-centric innovation will be well-positioned to create enduring value. A detailed assessment of industry developments and the Company's outlook is provided in the Management Discussion and Analysis section of this Annual Report.

The year presented a business landscape defined by both challenges and opportunities. While global economic volatility, inflationary pressures, and geopolitical developments continued to test businesses across industries, they also accelerated the need for greater agility, innovation, and operational excellence. Against this backdrop, your Company remained steadfast in executing its long-term strategy, strengthening manufacturing excellence, advancing technology-led capabilities, improving operational efficiencies, and deepening partnerships with customers. Driven by its unwavering commitment to Excellence, Integrity, Commitment, and Transparency, the Company continued to build a resilient and future-ready enterprise focused on delivering sustainable value for all stakeholders.

STATE OF COMPANY AFFAIRS

Your Company, recognized as a world-class Indian brand, stands out for its strategic focus on innovation, sustainability, and resilience amid a volatile economic landscape. Beyond cost competitiveness, its success is driven by strict adherence to schedules and high-quality standards. This achievement is made possible by the unwavering commitment of our employees, customers, suppliers, and shareholders.

Detailed information on the operations and on the state of affairs of the Company is majorly covered in the Management Discussion and Analysis Report, forming part of this report. Throughout the Financial Year, your Company has consistently maintained operational efficiency and stability.

During the Financial Year 2025-26, on a standalone basis, the total Income stood at ₹ 6,806.12 million, compared to the last Financial Year 2024-25 at ₹ 6,696.12 million. The Profit Before Tax during the year is ₹ 445.95 million. Similarly, the Profit After Tax of the Company is ₹ 330.54 million.

On a consolidated basis, the total Income is ₹ 9,228.05 million in the Financial Year 2025-26, as compared to the last Financial Year 2024-25 ₹ 9,386.81 million. The Profit Before Tax ₹ 332.86 million declined this year as compared to ₹ 627.66 million in the previous Financial Year 2024-25. Similarly, the Profit After Tax of the Company in the Financial Year 2025-26 is ₹ 209.79 million in comparison to ₹ 403.63 million in the previous year.

On the export front, on a standalone basis, the Company recorded an export turnover of ₹ 1732.26 million as compared to ₹ 2197.13 million in the previous year. The share of total export turnover stood at 25.98% of the total turnover of the Company.

Your Company is well-positioned to sustain its growth trajectory, supported by its strategic initiatives, operational efficiencies, and continued emphasis on innovation and integrity. Barring any unforeseen developments or adverse macroeconomic conditions, the long-term outlook of the Company remains positive.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Companies Act, 2013 ('Act') and IND AS-110 on Consolidated Financial Statements, read with IND AS-28 on Investments in subsidiaries outside India, the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2026, form part of this report.

THE HI-TECH GEARS LIMITED STOCK INCENTIVE PLAN, 2021 ("THGL SIP 2021"/ "PLAN")

Your Company has implemented an employee stock option plan namely 'The Hi-Tech Gears Limited Stock Incentive Plan, 2021' covering the Employees of the Company and its existing or future Subsidiary Companies. The scheme was approved by the shareholders in the Annual General Meeting of the Company held on Wednesday, September 29, 2021, by way of Special Resolution.

In line with the Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a statement giving complete details, as on March 31, 2026, is available on the website of the Company: https://www.thehitechgears.com/generalmeetings.php

During the Financial Year under report, the Nomination and Remuneration Committee vide its resolution dated February 24, 2026, has allotted 20,330 equity shares of ₹ 10/- each of the Company, pursuant to exercise of stock options by the eligible employees of the Company and its subsidiary companies, under the "The Hi-Tech Gears Limited Stock Incentive Plan, 2021". The equity shares allotted rank pari-passu with the existing share capital of the Company. Except as stated herein, there was no other change in the share capital of the Company.

SHARE CAPITAL

During the Financial Year under review, the paid-up Equity Share Capital of the Company has been increased from ₹ 18,79,32,170 (comprising of 1,87,93,217 Equity Share of ₹ 10/- each) to ₹ 18,81,35,470 (comprising of 1,88,13,547 Equity Share of ₹ 10/- each) pursuant to allotment of 20,330 equity shares of ₹ 10/- each, to the eligible employees of the Company and its subsidiary companies, under the "The Hi-Tech Gears Limited Stock Incentive Plan, 2021".

DIVIDEND

The Board of Directors, at its meeting held on May 29, 2026, recommended a final dividend @ 40% i.e. ₹ 4.00/- per equity share of ₹ 10/- each subject to the approval of the shareholders at the 40th Annual General Meeting.

Pursuant to The Finance Act, 2020 read with Income Tax Act, 1961 dividend declared/recommended and paid by the Company after April 1st, 2020, is taxable in the hands of shareholders and the Company is required to deduct the tax at source ("TDS") on the distribution of dividend income to its shareholders at the prescribed applicable rates. In view of this, the Company will also send the communication to shareholders to inform them of their status, PAN, and other details, so that the Company can comply with the provisions accordingly.

TRANSFER TO RESERVES

During the Financial Year under review, no amount has been transferred to the Reserves of the Company.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of the Company during the Financial Year 2025-26.

COMPLIANCE WITH SECRETARIAL STANDARDS ("SS")

The Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost, secretarial auditors and external agencies, including audit of internal controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2025-26.

In terms of section 134(3)(c) and Section 134(5) of the Companies Act, 2013, and to the best of their knowledge and belief, and according to the information and explanations provided to them, your Directors hereby make the following statements:

(a) that in preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any.

(b) that such accounting policies have been selected and applied consistently and made judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2026, and of the profit and loss of the Company for the year ended on that date;

(c) that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;

(d) that the annual financial statements have been prepared on going concern basis;

(e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively, and

(f) that the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DETAILS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

In view of the requirement of the Companies Act, 2013, the Company has successfully documented and implemented its Internal Financial Controls (IFC). This ensures orderly and efficient conduct of its business, including adherence to Company policies, safeguarding of its assets, accuracy, prevention of errors and completeness of the accounting records and the timely preparation of reliable financial information. The Internal Financial Controls with reference to the Financial Statements were adequate and operating effectively.

Further, the Audit Committee monitors the adequacy and effectiveness of your Company's internal financial control framework. There is no material weaknesses observed as of March 31, 2026.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Followings are the Subsidiaries of the Company-

Sr. 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.	Wholly Owned Step-Down Subsidiary
5.	Teutech Holding Corp., USA	Wholly Owned Step-Down Subsidiary
6.	Teutech Leasing Corp., USA	Wholly Owned Step-Down Subsidiary
7.	Teutech LLC, USA	Wholly Owned Step-Down Subsidiary

The Board has duly reviewed the affairs of the subsidiary companies, from time to time wherein, 2545887 Ontario Inc., and The Hi-Tech Gears Canada Inc. are considered to be 'Material Subsidiary' companies, pursuant to provisions of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and on the basis of financials for the period ended on March 31, 2026.

Further, there is no material change in the business of subsidiary companies, and the Company has taken note of all the significant transactions and arrangements entered into by its subsidiaries. The other financial and vital details related to subsidiaries are provided in attached **AOC-1 form as Annexure-I** (Statement containing salient features of the financial statement of subsidiaries), pursuant to section 129 and section 136 of the Companies Act, 2013 and rules made thereunder.

Pursuant to the provisions of the Companies Act, 2013 and applicable accounting standards, the standalone and consolidated financials together with the reports of Statutory Auditors are provided in the Annual Report. Further, the Company's policy for determining material subsidiaries in terms of applicable SEBI (LODR) Regulations, 2015 and other applicable laws is available at https://www.thehitechgears.com/codespolicies.php

Further, there is no change in the Subsidiary/Joint Ventures/Associate Companies during the year.

DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) AND EVALUATION

The Board is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors including Independent Woman Director. The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

The changes in the composition of the Board of Directors and Key Managerial Personnel of the Company during the year under review are as under:

a) Appointment/Re-appointment

During the year under review, the Board of Directors ("Board"), on approval and recommendation through resolution by circulation dated April 24, 2025, approved the appointment of Mr. Vishal Seth, as Non-Executive-Independent Director in the Company w.e.f. April 25, 2025, as per applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 duly approved by the shareholders subsequently via Postal Ballot.

Further, the Board, appointed Mr. Vijay Mathur as Whole Time Director and Key Managerial Personnel and Mr. Ramakrishnan Ramanathan Non-Executive - Independent Director w.e.f. July 24, 2025, of the Company and on recommendations of the Nomination and Remuneration Committee ('NRC'), re-appointed Mr. Deep Kapuria as Chairman and Whole Time Director, Mr. Pranav Kapuria as Managing Director, Mr. Anuj Kapuria as Whole Time Director and Key Managerial Personnel w.e.f. October 01, 2025.

Subsequently, the approval of members was also obtained in AGM held on September 27, 2025, for aforesaid appointments.

Further, the Board in their meeting held on Thursday, August 06, 2026, based on the recommendation of the Nomination and Remuneration Committee, recommended to the shareholders for re-appointment of Mr. Rajiv Batra as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five (5) years w.e.f. November 02, 2026, and Continuation of Mr. Bidadi Anjani Kumar as a Non-Executive Non-Independent Director who will attain the age of 75 years on March 25, 2027.

b) Retirement by Rotation

Pursuant to the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Bidadi Anjani Kumar (DIN-00022417) and Mr. Kawal Jain (DIN-00910924) are liable to retire by rotation at the 40th Annual General Meeting and being eligible to offer themselves for re-appointment. A brief profile of Mr. Bidadi Anjani Kumar (DIN-00022417) and Mr. Kawal Jain (DIN-00910924) is provided in the Notice for convening the 40th Annual General Meeting.

c) **Resignation/Retirement of Director**

During the year under review, Mr. Girish Narang, Whole Time Director and Key Managerial Personnel and Mr. Sameer Gupta, Non-Executive Independent Directors, resigned with effect from the closure of business hours of April 24, 2025, and June 20, 2025, respectively, from the Company and Board of Directors took note of the same.

d) **Changes in Key Managerial Personnel**

During the Financial Year under review, Mr. Girish Narang, Whole Time Director and Key Managerial Personnel, resigned with effect from the closure of business hours of April 24, 2025.

Further, Mr. Vijay Mathur, appointed as Whole Time Director and Key Managerial Personnel w.e.f. July 24, 2025, of the Company and Mr. Deep Kapuria as Chairman and Whole Time Director, Mr. Pranav Kapuria as Managing Director, Mr. Anuj Kapuria as Whole Time Director and Key Managerial Personnel were re-appointed w.e.f. October 01, 2025,

Further, the Board of Directors took note of resignation of Mr. Kapil Rajora, CFO of the Company, effective from closing business hours of January 13, 2026, and appointed Mr. Vinod Raheja, as the Chief Financial Officer and Key Managerial Personnel (CFO and KMP) of the Company, w.e.f. January 14, 2026, as approved by the Nomination and Remuneration committee and Audit Committee.

Except as stated above, there were no changes in the Key Managerial Personnel of the Company during the year.

e) **Key Managerial Personnel's ("KMP")**

Mr. Deep Kapuria (Chairman and Whole-Time Director), Mr. Pranav Kapuria (Managing Director), Mr. Anuj Kapuria (Executive Director), Mr. Vijay Mathur (Executive Director), Mr. Vinod Raheja (Chief Financial Officer) and Mr. Naveen Jain (Company Secretary) are designated as KMPs, as on March 31, 2026.

However, after the end of Financial Year, Mr. Vijay Mathur was appointed as Executive Director and Chief Financial Officer (CFO) of the Company w.e.f. May 29, 2026, in place of Mr. Vinod Raheja who has resigned from the office of Chief Financial Officer and ceased to be Key Managerial Personnel (CFO and KMP) with effect from the closure of business hours on April 25, 2026.

f) **Independent Directors**

The Board has 7 (Seven) Independent Directors including (1) one Woman Independent Director as on March 31, 2026, representing diversified fields and expertise. Details are provided in the appropriate section of the Corporate Governance Report.

The Independent Directors have submitted their declaration of independence, pursuant to the provisions of section 149(7) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (LODR) Regulations, 2015, as amended from time to time, stating that they meet the criteria of Independence as provided in section 149(6) of Companies Act, 2013 and applicable provisions the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act read along with the Rules made thereunder and are independent of the Management.

Over the years, your Company has established a robust familiarization process for Independent Directors, aligned with applicable laws and regulations. This includes an overview of the corporate profile, organizational structure, details of subsidiaries and Board members, relevant codes of conduct, and the mandates of committees to which the Directors are appointed.

Details of the familiarization programme are explained in the Corporate Governance Report and are also available on your Company's website and can be accessed at https://www.thehitechgears.com/codespolicies.php.

(g) **Meetings of the Board/Committee**

The Board met 6 (Six) times during the Financial Year 2025-26 to conduct the operations of the Company. The details of the Meetings are given in the Corporate Governance Report, which forms part of this Annual Report. It is confirmed that the gap between two consecutive meetings was not more than (120) one hundred and twenty days as provided in section 173 of the Companies Act, 2013. For further details related to the Committee composition and meetings kindly refer to the Corporate Governance Report as required by LODR.

(h) **Annual Evaluation of the Board, its committees and of Individual Directors**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board carried out a formal annual performance evaluation of its own performance, the Chairman, individual Directors and the working of the different committees. Such evaluation is done through the established evaluation framework and the SEBI Guidance Note. The framework included different tools such as individual questionnaires, covering various information required to have the evaluation. All the layers of the Board, such as the Board, Committees and the Independent Directors performed their part by evaluating the performances of the other Directors as mandated.

The Company has also devised a policy for evaluating the performance of Independent Directors, Board, Committees, and other individual Directors which forms part of the NRC policy and is also available on https://www.thehitechgears.com/codespolicies.php.

AUDITORS AND THEIR REPORTS

a) **Statutory Auditors**

M/s. YAPL and Co., Chartered Accountants (Firm Registration No. 017800N) the Statutory Auditors of the Company, were appointed in the 36th Annual General Meeting for a term of five consecutive years, till the conclusion of 41st Annual General Meeting of the Company to be held in the year 2027.

The Auditors' Report does not contain any qualification, reservation or adverse remark and does not call for any further explanation/ clarification by the Board of Directors as provided under Section 134 of the Act. With respect to the point no. (vii)(b) in **Annexure "A"** to Auditors' Report relating to non-deposit of disputed taxes, the Board wishes to inform that those matters are related to regular tax matters for which the Company has preferred appeal to Appellate Authorities. The necessary explanations are also provided in Note 38 to the Standalone Financial Statements. The rest of the report by the Statutory Auditors is self-explanatory. Please refer to the Notes to Accounts, wherever necessary.

Further, there were no fraud reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Companies Act, 2013.

b) **Cost Auditors**

As per Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant. The Board of the Company, on the recommendations of the Audit Committee, has approved the appointment of M/s. Kabra and Associates, Cost Accountants (Registration No. - 00075) as the Cost Auditors of the Company to conduct a cost audit for relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the year ending March 31, 2027. They have furnished a certificate confirming their eligibility and independence in accordance with Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

The Board on recommendations of the Audit Committee has approved the remuneration payable to the Cost Auditor, subject to ratification of their remuneration by the Members at this Annual General Meeting. The resolution approving the above proposal is being placed for approval of the Members in the Annual General Meeting. In view of this, your approval for payment of remuneration to Cost Auditors is being sought at the ensuing Annual General Meeting.

The Company has maintained the cost records/accounts as specified under section 148(1) of the Companies Act, 2013 for the products/ services covered.

c) **Secretarial Auditors**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by ICSI.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, inter-alia requires every listed Company to annex with its Board's Report, a Secretarial Audit Report provided by a Company Secretary in Practice, in the prescribed format.

M/s. PG & Associates, Company Secretaries, was appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive Financial Years, commencing from the Financial Year 2025-26 to the Financial Year 2029-30, at the 39th AGM held on September 27, 2025, and their report is annexed to this Board Report **(Annexure-II)**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Additionally, pursuant to Regulation 24(A) of the SEBI (LODR) Regulations, 2015, read with applicable SEBI circulars issued from time to time, the Company has undertaken and received an Annual Secretarial Compliance Report from M/s. PG &Associates, Company Secretaries and submitted the same to the stock exchanges within the specified time period.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has internal control systems commensurate with the size, scale and complexity of its business operations. The scope and functions of Internal Auditors are defined and reviewed by the Audit committee. M/ s. Grant Thornton Bharat LLP is the continuing Internal Auditors, who regularly present their quarterly report to the Audit Committee, highlighting observations, system and procedure related lapses, if any, and corrective actions being taken to address them.

INVESTOR EDUCATION AND PROTECTION FUND ('IEPF')

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) upon completion of seven years from the date of their transfer to the Unpaid Dividend Account.

Further, in accordance with the aforesaid Rules, the shares in respect of which dividends have remained unpaid or unclaimed for seven consecutive years or more are also required to be transferred by the Company to the demat account of the IEPF Authority.

The details of such dividends and shares transferred pursuant to the aforesaid provisions are provided under Point No. 11 of Section XIV (General Shareholder Information) of the Corporate Governance Report. The list of such shareholders is also available on the website of the Company at https://www.thehitechgears.com/unclaimedshares.php.

In compliance with the aforesaid Rules and amendments thereto, the Company has sent the requisite communications to the concerned shareholders whose shares were liable to be transferred to the IEPF Authority, enabling them to claim the dividend(s) pertaining to such shares before the transfer is effected. The relevant details in this regard are also available on the website of the Company under the Investors section for the convenience of shareholders.

Members may refer to the refund procedure prescribed by the IEPF Authority for claiming the amounts and shares transferred to the IEPF, as available at https://www.iepf.gov.in/IEPF/refund.html

In view of this, those shareholders whose dividend is unpaid or unclaimed must claim it at the earliest. The dividend and equity shares, once transferred into IEPF a/c can only be claimed by the concerned shareholder from IEPF Authority after complying with the procedure prescribed under the Rules and any amendment thereof.

Accordingly, during the Financial Year 2025-26 and up to the date of approval of this Report, the Company has transferred 1,611 equity shares to the IEPF Authority in respect of which dividend remained unpaid or unclaimed for seven consecutive years.

Mr. Naveen Jain, Company Secretary is also the Nodal Officer of the Company, pursuant to rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the details of which are available on the website of the Company at https://www.thehitechgears.com/investors.php.

ANNUAL RETURN

As required pursuant to Section 92(3) and 134(3)(a) of the Companies Act, 2013 and rules made thereunder, the Annual Return of the Company for the Financial Year 2025-26 shall be filed within 60 days from the ensuing AGM or within such extended time as may be provided by the MCA through notification and same shall be uploaded on the Company's website and can be accessed at https://www.thehitechgears.com/annualreport.php . The Annual Return for the Financial Year 2024-25 filed with the Ministry of Corporate Affairs after the 39th Annual General Meeting held in the year 2025 is available on the Company's website at https://www.thehitechgears.com/annualreport.php

THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of Energy Conservation, Technology Absorption, Research and Development activities undertaken by the Company and foreign exchange earnings and outgo of the Company and other information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are given **in Annexure-III**, to this Report.

REPORT ON CORPORATE GOVERNANCE

In terms of the SEBI (LODR) Regulations, 2015, a report on the Corporate Governance is given separately and forming part of this Report and a certificate from the M/s. PG & Associates, Company Secretaries confirming compliance with the provisions of Corporate Governance is also annexed to the report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is given separately and forms part of this report together with its contents.

RISK MANAGEMENT POLICY

Although, pursuant to Regulation 21 of the SEBI (LODR) Regulations, 2015, provisions of constituting Risk Management Committee are not applicable to the Company. The Company has adopted an enterprise Risk Management Policy and established a Risk Management Framework with an objective of timely identification, mitigation and control of the risks, which may threaten the existence of the Company, in accordance with the provisions of the Companies Act, 2013.

Further, pursuant to Regulation 17(9) of the SEBI (LODR) Regulations, 2015, the Board periodically reviews and monitors the risk management framework and mitigation measures adopted by the Company.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder the Company has adopted and developed a Policy covering the activities mentioned in Schedule VII of Companies Act, 2013, upon the recommendation of CSR Committee. Implementation of the policy is undertaken under the guidance of the CSR Committee, and a briefing of the Composition of Committee along with the Corporate Social Responsibility activities is provided in **Annexure-IV.**

The CSR policy lays down CSR activities to be undertaken by your Company. The CSR activities undertaken by your Company are based on the approved CSR policy, which is available on the Company's website https://www.thehitechgears.com/codespolicies.php

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015, all material related party transactions require prior approval of the shareholders by way of an ordinary resolution, wherever applicable. The Audit Committee, Board and shareholders' approvals were obtained as required under applicable laws. All transactions entered by the Company with the parties, which may be regarded as related parties, were considered to be in the ordinary course of business and on an arm's length basis.

The Policy on materiality of related party transactions pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, as approved by the Board can be accessed on the Company's website https://www.thehitechgears.com/codespolicies.php

Further, as provided under section 134(3)(h) of the Companies Act, 2013 and Rules made thereunder, disclosure of particulars of transactions with related parties entered into by the Company with related parties in the prescribed format is annexed to this report as **Annexure-V**. Disclosures on related party transactions are also set out in Note No. 36 to the Standalone Financial Statements and Note No. 37 to the Consolidated Financial Statements.

PAYMENT OF DIVIDEND THROUGH ELECTRONIC MODE

In terms of the applicable SEBI regulations and circulars, the Company provides the facility of electronic credit of dividend directly into the bank accounts of Members through various electronic modes approved by the Reserve Bank of India. Members holding shares in dematerialised form are requested to ensure that their bank account particulars are updated with their respective Depository Participants (DPs).

Members holding shares in physical form are requested to furnish their bank account details, to the Company's Registrar and Share Transfer Agent (RTA).

Members may note that pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, as amended from time to time, and the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents (RTAs), holders of physical securities are required to furnish PAN, contact details, bank account details and specimen signature for their respective folios.

Further, security holders whose folios do not have PAN, contact details, bank account details and specimen signature updated shall be eligible:

(a) to lodge grievance or avail any service request from the RTA only after furnishing the prescribed KYC details; and

(b) to receive any payment, including dividend, interest or redemption amount, in respect of such folios only through electronic mode with effect from April 1, 2024.

Accordingly, Members holding shares in physical form are requested to update their PAN, KYC details, nomination details, bank account particulars and specimen signature with the Company's RTA at the earliest to avoid any inconvenience in receiving dividend and availing investor services.

Members are also encouraged to hold their securities in dematerialised form, which provides enhanced convenience, safety and ease of transacting in securities.

POSTAL BALLOT DURING THE FINANCIAL YEAR 2025-26

During Financial Year, the Company has taken approval from members once through postal ballot details of which is mentioned in **Point XI "General Body Meeting"** of Corporate Governance Report.

CODE OF CONDUCT OF INSIDER TRADING

The Company has adopted a "Code of Conduct to regulate, monitor and report trading by insiders" ("Code of Conduct for Insiders"). This Code of Conduct for Insiders is intended to prevent misuse of Unpublished Price Sensitive Information ("UPSI") by designated persons. The same has been placed on the Company's website https://www.thehitechgears.com/codespolicies.php

In accordance with the Code of Conduct for Insiders, the Company closes its trading window for Designated Persons and their relatives, from time to time. The trading window is also closed during and after the occurrence of price sensitive events as per the said Code of Conduct for Insiders.

CODE OF CONDUCT

Your Company has adopted the Code of Conduct for its Board Members and Senior Management personnel pursuant to SEBI (LODR) Regulations, 2015. The code of conduct is also placed on the website of the Company https://www.thehitechgears.com/codespolicies.php

The Declaration by the Managing Director of the Company regarding compliance with the Code of Conduct for Board Members and Senior Management is annexed to the Corporate Governance Report.

SHARE CAPITAL AUDIT

M/s. GAA and Partners LLP, Company Secretaries, carried out the Share Capital Audit on quarterly basis to reconcile the total issued and listed share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Board of Directors confirms that the total issued and paid-up capital as on March 31, 2026, is reconciled with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The Reconciliation of Share Capital Audit Certificates were submitted to the Stock Exchanges on a quarterly basis and were also placed before the Board Meetings.

LISTING OF SHARES

With a view to provide easy liquidity in the shares of the Company, the equity shares of your Company are presently listed on the premier stock exchanges of the Country viz., the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE). Pursuant to Regulation 14 of SEBI (LODR) Regulations, 2015, the annual listing fees for the year 2025-26 have been paid within the prescribed time period.

DEPOSITS

During the year under review your Company neither invited nor accepted any deposit within the meaning of Section 73 of the Companies Act, 2013, and rules made thereunder.

DEMATERIALIZATION OF THE EQUITY SHARES

99.76% of the total equity shares of the Company are held in dematerialized form with the participants of National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited as on March 31, 2026.

Pursuant to the applicable provisions of the Securities and Exchange Board of India (SEBI) and SEBI Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, read with the SEBI Master Circular for Registrars to an Issue and Share Transfer Agents, as amended from time to time, listed companies are required to process investor service requests such as issue of duplicate securities certificates, transmission, transposition, claim from Unclaimed Suspense Account and other prescribed requests by issuing securities directly in dematerialized form to the investor's demat account, after completion of the prescribed verification and due diligence.

Shareholders submitting such investor service requests are required to have an active demat account and furnish a duly attested Client Master List (CML), not older than two months, along with Form ISR-4 and such other documents as may be prescribed by SEBI. Upon verification of the request and supporting documents, the Company's Registrar and Share Transfer Agent (RTA) shall initiate the dematerialization process and credit the securities directly to the investor's demat account within the timelines prescribed by SEBI.

Further, shareholders holding shares in physical form are advised to furnish or update their PAN, nomination, contact details, mobile number, bank account details, specimen signature and other KYC particulars with the Company's RTA in accordance with the applicable SEBI circulars. Shareholders are also encouraged to dematerialize their physical shareholding to facilitate expeditious processing of investor service requests and seamless receipt of corporate benefits.

PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as **Annexure-VI**.

Statement containing particulars of top 10 employees and the employees drawing remuneration in excess of limits prescribed under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this Report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Members, excluding the aforesaid Annexure. The said Statement is also open for inspection by the Members through electronic mode. Any Member interested in obtaining a copy of the same may write to the Company Secretary at secretarial@thehitechgears.com.

REMUNERATION POLICY

In terms of provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (LODR) Regulations, 2015, a policy relating to remuneration for the Directors, Key Managerial Personnel and other senior employees has been adopted by the Board of Directors of the Company in pursuance of its formulation and recommendation by the Nomination and Remuneration Committee thereby analyzing the criteria for determining qualifications, positive attributes and independence of a Director. The said policy is available on the website of the Company at https://www.thehitechgears.com/codespolicies.php The salient features of the policy are provided in the attached Corporate Governance Report.

AUDIT COMMITTEE

The Company has duly constituted an Audit Committee, which meets on regular intervals for the business required to be transacted thereat. The recommendations made by the Committee are accepted by the Board. The details of the Audit Committee are given in the Corporate Governance Report.

VIGIL MECHANISM POLICY

The Company has a Vigil mechanism policy to deal with any instance of fraud and mismanagement. The employees of the Company are free to report violations of any laws, rules, regulations, and concerns about unethical conduct to the Audit Committee under this policy. No personnel have been denied access to the Audit Committee during the year.

The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern. The policy may be accessed on the Company's website at https://www.thehitechgears.com/codespolicies.php

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has implemented the policy as "Policy on Prevention and Redressal of Sexual Harassment of Women at Workplace" which is available at the website of the Company at https://www.thehitechgears.com/codespolicies.php

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Details of the Complaints received, resolved and pending under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given below-

Sr. No.	Details of Sexual Harassment Complaints	
1.	No. of Complaints pending at the beginning of the Financial Year 2025-26	Nil
2.	No. of complaints received during the Financial Year 2025-26	Nil
3.	No. of complaints resolved within the Year 2025-26	Nil
4.	No. of cases pending beyond 90 days	Nil

MATERNITY BENEFIT COMPLIANCE

The Company has complied with the provisions of the Maternity Benefit Act, 1961.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED.

During the Financial Year under review the Company has not extended any Loans to its Wholly owned Subsidiaries or any other entity as per section 186 of the Companies Act, 2013. However, there is an outstanding loan of ₹ 80.18 Million as on March 31, 2026, which was extended to 2545887 Ontario Inc. during Financial Year 2021-22. The details of the investments made by the Company are mentioned in Note No. 8 of the standalone Financial Statements for the year ended March 31, 2026.

MATERIAL CHANGES AND COMMITMENTS

Pursuant to the provisions of Section 134(3)(L) of the Companies Act, 2013, there have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year to which the financial statements relate and the date of this Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and/or material order passed by the regulators or courts impacting on the going-concern status of the Company, other than the order passed under Insolvency and Bankruptcy Code, 2016, by tribunal (NCLT/NCLAT), the details of the same is provided under the head of "Details of Proceedings pending under the Insolvency and Bankruptcy Code, 2016" of this Report.

DETAILS OF PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE ("Code"), 2016.

The following are the details of proceedings and their status thereof at the end of the Financial Year 2025-26:

Sr. No.	Particulars	Status
1.	**Details of any application filed for CIRP**	In the matter of commercial dispute of Company with one of supplier M/s. Happy Forgings Limited ("HFL"), the Hon'ble National Company Law Tribunal ("NCLT") Chandigarh passed an Order on August 30, 2024, admitting the Petition under Section 9 of the Code 2016 and appointed an IRP. An appeal was filed before Hon'ble National Company Law Appellate Tribunal ("NCLAT"), Delhi challenging the Hon'ble NCLT Order and the Hon'ble NCLAT, Delhi vide its Order dated September 03, 2024, granted 'INTERIM STAY' of impugned NCLT Order and proceedings of IRP.
2.	**Status of such application**	The 'STAY' of the impugned order of NCLT is continuing and the matter is pending before Hon'ble NCLAT, Delhi for hearing.
3.	**Status of corporate insolvency resolution process, if any, initiated under the IBC**	Corporate Insolvency Resolution Process is under 'STAY' by the Hon'ble NCLAT, New Delhi.

DETAIL OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANK OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

Not Applicable

BUSINESS RESPONSIBILITY and SUSTAINABILITY REPORTING

As per Regulation 34 of the SEBI (LODR) Regulations, 2015, Business Responsibility and Sustainability Reporting is **not applicable** to the Company.

PERSONNEL

The Board of Directors places on record their appreciation of the untiring efforts of the employees of the organization at every level. The efforts to create a family-like atmosphere continued throughout the year. Like the many years gone by, this year also witnessed increased cohesion among all levels of employees, which is evident from the performance of the Company. Training and Development of employees provided further impetus and have contributed towards the all-round improved performance of your Company. The Company encourages by rewarding and recognizing employees for their long-term commitment as and when the opportunity arises.

TRADE RELATIONS

The Board of directors, place on record the appreciation for the co-operation and valuable support extended by the customers, the suppliers and all other stakeholders directly or indirectly associated with the Company. Your Company regards them as partners and shares with them a common vision of future growth.

ACKNOWLEDGEMENT

The Board of Directors places on record their sincere appreciation for the assistance, co-operation and valuable support provided to the Company by Customers, Vendors, Banks, Financial Institutions and other stakeholders and hope to continue to receive the same in future. Your directors also record their appreciation for the commitment and dedication of the employees of the Company at all levels.

The Board of Directors also place on record their gratitude to the shareholders of the Company for their continued support and confidence in the management of the Company.

By Order of the Board
For The Hi-Tech Gears Limited

Sd/-
Deep Kapuria
Chairman

Place: New Delhi
Dated: August 06, 2026

ANNEXURE - I OF BOARD'S REPORT

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
(Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures)

Part "A": Subsidiaries

(Amount in ₹ Mn)

Sr. No.	Name of Subsidiary	2545887 Ontario Inc. ('254')	The Hi-Tech Gears Canada Inc (Formerly known as Teutech Industries Inc.) ('Teutech')	Teutech Holding Corp. ('Teutech Holding')	Teutech Leasing Corporation	Teutech LLC	Neo-Tech Auto Systemz, Inc.	Neo-Tech Smart Solutions Inc.
1	CIN/Registration Number	Ontario 2545887	Ontario 001965796	98-0414627	20-0504993	20-0424638	36-4801889 (EIN)	002635220
2	Reporting period	April 25 to March 2026	April 25 to March 2026	April 25 to March 2026	April 25 to March 2026	April 25 to March 2026	April 25 to March 2026	April 25 to March 2026
3	Date of acquisition	March 01, 2017	March 01, 2017	March 01, 2017	March 01, 2017	March 01, 2017	September 21, 2017	May 11, 2018
4	Provisions to which Co. become Subsidiary	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)
5	Reporting currency	CAD	CAD	USD	USD	USD	USD	CAD
6	Exchange rate	Rs 68.16/CAD for BS Rs 63.91/ CAD for PL	Rs 68.16/CAD for BS Rs 63.91/ CAD for PL	CAD 1.3939/USD and then Rs 68.16/ CAD for BS Rs 63.91/ CAD for PL	CAD 1.3939/USD and then Rs 68.16/ CAD for BSRs 63.91/ CAD for PL	CAD 1.3939/USD and then Rs 68.16/ CAD for BSRs 63.91/ CAD for PL	Rs 94.85/USD for BSRs 88.35/ USD for PL	Rs 68.16/CAD for BSRs 63.91/ CAD for PL
7	Share Capital	1,534.55	2,456.99	162.03	0.00	-	0.64	13.78
8	Reserves and Surplus	(340.93)	(371.74)	268.06	193.53	(237.97)	3.38	(10.91)
9	Total Liabilities	1,970.89	1,889.78	5.85	362.92	550.84	2.25	0.55
10	Total Assets	3,164.50	3,975.03	435.94	556.45	312.87	6.27	3.41
11	Investments	3,164.10	214.45	-	-	-	-	-
12	Turnover	12.85	2,455.42	-	37.59	260.36	-	0.73
13	Profit/ (Loss) before Taxation	3.67	72.13	(0.75)	31.01	(50.25)	0.09	0.09
14	Provision for Taxation/ Earlier year Tax/ DTA/DTL	-	8.28	-	1.72	0.05	-	-
15	Profit/(Loss) after Taxation	3.67	63.85	(0.75)	29.29	(50.30)	0.09	0.09
16	Proposed dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL
17	% of shareholding	100%	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100%	100%

Notes:

1. Names of subsidiaries which are yet to commence operations: N/A
2. Names of subsidiaries which have been liquidated or sold during the year: NA

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Notes:

1. No. of Associates or joint ventures: N/A
2. Names of Associates or joint ventures which are yet to commence operations N/A
3. Names of Associates or joint ventures which have been liquidated or sold during the year. N/A

ANNEXURE - II OF BOARD'S REPORT

Form MR-3 (SECRETARIAL AUDIT REPORT)

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
The Hi-Tech Gears Limited
(CIN: L29130HR1986PLC081555)
Plot No.: 24, 25, 26, Sector- 7,
IMT Manesar, Gurugram, Haryana-122050

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **M/s. The Hi-Tech Gears Limited** (hereinafter called "the Company") bearing **CIN- L29130HR1986PLC081555**. The Company is Listed Public Company, limited by shares and an Indian Non-Government Company. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-process and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2026, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder:

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations);

b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations);

d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018;

f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable**

h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with Client;

i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable**

j) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018: **Not Applicable**

(vi) Other Applicable Laws:

i) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As informed to us, there are no other Sector Specific Laws applicable to the company during the audit period. We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable laws and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards (SS-1) issued by The Institute of Company Secretaries of India with respect to Board Meetings.

ii. Secretarial Standards (SS-2) issued by The Institute of Company Secretaries of India with respect to General Meetings.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above for the Financial Year ended 31.03.2026 except the following:

i. *Clause (7C) of Para A of Part A of Schedule III of SEBI (LODR), the Company has disclosed to stock exchange beyond seven days from the date of resignation of Mr. Ajay Mrig i.e. 27th June 2025.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

During the period under audit, adequate notice of at least seven days is given to all directors to schedule the Board Meetings and Meetings of Committees. Agenda and detailed notes on agenda were sent in advance in adequate time before the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes maintained by the Company for the Board meetings all the decisions have been carried out unanimously. The members of the Board have not expressed any dissenting views on any of the agenda items during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under audit, no specific events/ actions which have a major bearing on the Company's affairs have taken place, in pursuance of the above referred laws, rules, regulations and standards.

We further report that during the period under audit:

1. In the matter of commercial dispute of Company with one of the suppliers M/s. Happy Forgings Limited ("HFL"), the NCLT Chandigarh passed an Order for appointment of IRP on 30.08.2024. The Company had subsequently filed an appeal before NCLAT, Delhi challenging the NCLT Order. Post hearing of appeal, NCLAT Delhi vide its Order dated 03.09.2024 granted stay of impugned NCLT Order and proceedings of IRP. The matter is currently under stay and pending before NCLAT, Delhi for hearing.
2. The Company has Allotted 20,330 equity shares of Rs. 10/- per share to the eligible employees of the Company pursuant to exercise of options and 12,318 stock options were approved by the Board of Directors in their meeting held on 24.02.2026, to be granted to the eligible employees of the Company under "The Hi-Tech Gears Limited Stock Incentive Plan, 2021" ("THGL SIP, 2021"/ "Plan") at an exercise price of Rs. 10/- per equity share.
3. The Company has Declared final Dividend @50% i.e. Rs. 5/-(Rupees Five only) per equity share of Rs.10/each for the Financial Year 2024-25 in the Annual General Meeting held on 27.09.2025.

For PG & ASSOCIATES
(Company Secretaries)
Unique Code No.: S2004DE73600

Sd/-
CS PREETI GROVER
(Proprietor)
FCS: 5862,
CP No.: 6065
Peer Review No.: 6917/2025
UDIN: F005862H000412048

Place: New Delhi
Date: 20.05.2026

Note: This report is to be read with our letter of even date annexed to this Report as Annexure-A, which forms part of this Report.

Annexure-A

To,
The Members,
The Hi-Tech Gears Limited
(CIN: L29130HR1986PLC081555)
Plot No.: 24, 25, 26, Sector- 7,
IMT Manesar, Gurugram, Haryana-122050

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS-1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor comply with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have relied on the Management representation about the compliance of laws, rules and regulations and happening of events etc.

For PG & ASSOCIATES
(Company Secretaries)
Unique Code No.: S2004DE73600

Sd/-
CS PREETI GROVER
(Proprietor)
FCS: 5862,
CP No.: 6065
Peer Review No.: 6917/2025
UDIN: F005862H000412048

Place: New Delhi
Date: 20.05.2026

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014, FORMING PART OF BOARD'S REPORT FOR THE YEAR ENDED MARCH 31, 2026.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

CONSERVATION OF ENERGY

Continuous efforts are being made to conserve energy. The activities are ongoing to save and optimum utilization for electricity and fuel and thereby reducing energy cost. Some of the initiatives taken/improvement done are as under:

- Commissioned a 3.25 MW AC Captive Solar Power Plant, generating approximately 7.20 million units per annum, thereby significantly reducing carbon emissions.
- Operationalized a 2.25 MW AC Captive Solar Power Plant in April 2024, with an estimated annual generation of 5.20 million units, contributing to lower carbon emissions.
- Commissioned an additional 0.75 MW AC Captive Solar Power Plant in December 2024, expected to generate approximately 1.70 million units annually, further strengthening the Company's renewable energy portfolio.
- Installed 160,000 CFM Air Washers, enhancing shop-floor air quality while reducing ambient temperature by approximately 10°C, resulting in improved working conditions and energy efficiency.
- Achieved energy savings of approximately 31,000 KWH per month by installing a Variable Frequency Drive (VFD) on a 1,000 CFM Air Compressor.
- Reduced additional power consumption by implementing Demand Match Technology in a new 950 CFM Air Compressor, resulting in estimated annual savings of 77,760 KWH.
- Implemented VFDs and Pressure Transmitters on cooling towers, achieving energy savings of approximately 7,500 KWH per month.
- Reduced energy consumption of four Induction Billet Heaters from 180 kW to 120 KW through process optimization.
- Re-lined four Sealed Quench Furnaces (SQF), reducing power consumption by approximately 10 KW.
- Completed brick relining of four SQF-1 pre-heat furnaces and one tempering furnace, resulting in an additional reduction in power consumption of approximately 8.5 KW.
- Replaced an old cooling tower with a high-efficiency cooling tower, resulting in an estimated reduction of 15 tonnes of carbon footprint per annum.
- Installed a 936 CFM Air Compressor equipped with a Variable Frequency Drive, achieving energy savings of approximately 40,000 KWH per month and reducing the carbon footprint by around 38 tonnes per annum.
- Replaced conventional and halogen lighting with LED lighting, reducing power consumption by approximately 2 KW per day.
- Installed seven dual-fuel kits on 1,500 KVA DG sets, enabling the use of PNG and HSD in a 70:30 ratio instead of 100% HSD, thereby reducing fuel consumption and emissions.
- Replaced LPG with PNG as an alternate fuel for Sealed Quench Furnaces and the Company kitchen.
- Continued utilization of renewable energy through rooftop solar power plants with installed capacities of 400 KW and 250 KW.
- Implemented an automatic machine shutdown system during shift changes and scheduled breaks (approximately 1.5 hours per day across three shifts for around 150 machines), resulting in considerable energy savings.
- Installed a new 35 KW air compressor operating in tandem with an existing 90 KW compressor, replacing a 160-KW compressor, thereby reducing overall power consumption.
- Improved energy efficiency in Sealed Quench Furnaces by adopting Thyristor-based temperature control systems.
- Reduced energy consumption by optimizing the operation of cooling tower fan motors and pumps through enhanced temperature control.
- Installed high-efficiency electric motors for high-capacity Forced Duct Ventilators (FDVs).
- Improved energy efficiency in FDVs through optimized pulley alignment, belt tensioning, and controlled operation.
- Applied solar reflective roof coating, reducing shop-floor temperature by approximately 2°C, thereby lowering cooling requirements.
- Maintained an overall Power Factor (PF) above 0.99 through the installation of Automatic Power Factor Correction (APFC) Panels, reducing electricity costs and improving electrical system efficiency.
- Reduced compressed air energy consumption by lowering air compressor discharge pressure by 1 bar through the installation of air boosters at machines and furnaces requiring higher operating pressure.
- Installed energy-efficient motors on newly refurbished machines to further enhance operational efficiency and reduce energy consumption.

WATER CONSERVATION MEASURES

- Enhance the STP Plant capacity from 20 KLD to 40KLD to treat and reuse the wastewater;
- Installed Online ETP water standard monitoring device and reduced chemical dosing consumption and 5 KL water/day
- Start Using STP treated water by providing Dual Plumbing in Toilet flushing system.
- Maintaining Rainwater harvesting system in good working conditions for maintaining ground water level;
- Energy conservation by using air pressure regulators for machine shops.
- Improvement of cooling tower efficiency and elimination of one cooling tower thus saved 15KL/Day of water extraction.
- Continuous usage of ETP water for gardening and other miscellaneous usages
- Reduction in freshwater consumption by 3 kl/day by using the ETP/ STP treated water in cooling towers.

- Enhancement of greenery landscape.
- Improvement of Cooling tower efficiency and elimination of one cooling tower thus saved 15 KL/Day of water extraction.
- Usage of coil coolers for DG sets instead of cooling tower.
- Drip Irrigation system for the Shrub, Grass and the Plant to reduce the water consumption
- Maintaining Rainwater harvesting system in good working condition for maintaining ground water level.
- Elimination of the old phosphating process and installation of improved process and saving 10 KL Water per day

Additionally, the state-of-the-art plant in Bhiwadi, an 'ECOFAC Plant', i.e. a sustainable green manufacturing plant is working to satisfy all green needs. It has many energy conservation features. The Plant has received Platinum rating from the Indian Green Building Council.

The Manesar Manufacturing Unit which was also upgraded to ECOFAC Plant is also working fine. This Unit is also awarded Platinum Award from Indian Green Building Council.

New ideas are being adopted across the shop floor, factory area and even in office premises to conserve and promote operations. Accordingly, the Company will continue to adopt future proposals for conservation of energy.

The impacts of the above measures are mainly reduction in power and fuel consumption, resulting in a reduction of cost of production.

TECHNOLOGY ABSORPTION

1. Efforts made in Technology Absorption

   The Company has absorbed the technologies received from its partners in the past and in the last five years; no further technologies have been imported. The Company's commitment towards Total Productivity Maintenance (TPM) has yielded excellent results in the quality and design of the products. These efforts shall ensure that the above-mentioned technology and the work culture is harnessed and percolated down to the entire organization. The steps initiated by the Comp any for implementation and absorption of Lean Manufacturing are consistently showing encouraging outcome. Further, Your Company has continuously endeavored to acquire world-class technology both in hardware and software. The benefits and impact of the above-mentioned measures lead to time reduction of the various complex methods, elimination of waste and saving of time and effort.

2. Specific areas in which Research and Development carried out by the Company

   The Company is continuing to absorb innovative solution ideas in product specification tools and end products. The Company is continuously working in the direction of preparing parts for itself for the technological changes in the auto sector, including the electrification of vehicles, as mandated by the government.

   Research and Development were carried out in product development/ process development/energy conservation/environment protection/ cost reduction and automation. In the aforesaid process design and material databases are continuously improved and enhanced.

3. Benefits derived from the installation of various additional equipment have made it possible to achieve consistency in production and quality of the existing finished product and the new product development.

4. Future plan of Action

   - Development of new products
   - Use of another 100 KW roof top solar plant to reduce energy cost
   - Reduction in process losses by continues identifying the area of operation.
   - New measures required for the utilization of renewable energy
   - Project adopted for optimizing the motor capacity in machines.
   - Project adopted for Energy reduction By Minimizing the Power of Forge Shop IBH
   - Project Adopted for Energy reduction by thermal coating of Furnaces.
   - Addition of New furnace with higher capacity and lesser consumption of Energy.
   - Exploring feasibility of off-site captive power generation through solar or Hybrid renewable power plant in the state of Haryana for Manesar Plant.
   - Rebuilding and Design modification of the equipment to improve life and efficiency.

5. Expenditure on Research and Development

   Development and improvement of products have been built and ongoing activity within the existing manufacturing facilities.

6. Steps towards new technology absorption and Innovation are as under:

   - 3 Nos HVLS (High Volume Low Speed) Energy Efficient Fan Installed in Shop Floor.
   - Study Initiated on Carbon Emission measurement and Control with Chitkara University Research Innovation Team and M/s Accacia for Software support.

A. <u>FOREIGN EXCHANGE EARNINGS and OUTGO</u>

During the Financial Year 2025-26, the Company recorded an export turnover of ₹ 1,732.26 million as against ₹ 2,197.13 million in the Financial Year 2024-25, reflecting a decline of 21.16% over the previous financial year. The total exports are now 25.98% of the total turnover. The details of Foreign Exchange Inflow and outflow are as under:

(₹ in Million)

Particulars	F.Y. 2025-26	F.Y. 2024-25
Inflow	**1732.26**	**2197.13**
Capital Equipment	64.36	2.18
Consumables	84.00	56.98
Raw Material	-	-
Others	28.94	22.13
Total Outflow	**177.30**	**81.29**

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

1. **Brief outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   The Company recognizes Corporate Social Responsibility (CSR) as an integral part of its business philosophy and remains committed to contributing towards sustainable development and the welfare of society at large. Its CSR initiatives focus on enhancing the quality of life of communities, promoting environmental sustainability, supporting education, encouraging gender equality, and undertaking other activities as prescribed under applicable laws. The Company acknowledges that its responsibilities extend beyond profit maximization and strives to operate as a responsible corporate citizen by balancing economic, social, and environmental considerations.

   In compliance with the provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility Committee and formulated a CSR Policy. The Policy lays down the guiding principles for undertaking CSR activities and is implemented in accordance with statutory requirements. The Company continues to evaluate the impact of its operations on stakeholders, including employees, communities, and the environment, and undertakes CSR initiatives accordingly.

   The Company's CSR policy along with the Annual action plan has been uploaded and available at the website of the Company under the web-link at https://www.thehitechgears.com/codespolicies.php

2. **Composition of the CSR Committee:**

Name	Category	Position/ Composition	No. of meetings held during the tenure	No. of meetings attended
Mr. Bidadi Anjani Kumar	Non-Executive Non- Independent Director	Chairman	1	1
Mr. Deep Kapuria	Executive Director (Chairman)	Member	1	1
Mr. Vikram Rupchand Jaisinghani	Non-Executive Independent Director	Member	1	1

3. **Weblink of Composition of the CSR Committee and CSR Policy-** https://www.thehitechgears.com/Disclosures-under-SEBI.php

   Weblink of CSR Projects approved by the Board of Directors: https://www.thehitechgears.com/Content/pdf/CSR-Activities_Apr22.pdf

4. **Impact Assessment of CSR projects carried out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if any:** Not Applicable

5. a. *Average Net Profit* of the Company as per sub-section (5) of Section 135 - ₹ 66,33,11,713.00/-

   b. *Two percent of average net profit* of the Company as per sub-section (5) of Section 135 - ₹ 1,32,66,235/-

   c. *Surplus* arising out of the CSR projects or programmes or activities of the previous Financial Years - Nil

   d. *Amount* required to be *set off* for the Financial Year, if any – Nil

   e. *Total CSR obligation* for the Financial Year – ₹ 1,32,66,235/-

6. a. *Amount spent on CSR Projects* (both Ongoing projects and other than ongoing projects): ₹ 3,14,50,000/-

   b. Amount spent on *administrative overheads*: Nil

   c. Amount spent on *Impact Assessment*, if applicable: Nil

   d. *Total amount spent* for the Financial Year: ₹ 3,14,50,000/-

   e. ***CSR amount spent or unspent* for the Financial Year:**

Total Amount spent for the Financial Year (In ₹)	Amount unspent (In)				
	Total Amount transferred to unspent CSR Account as per Section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135 (5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
3,14,50,000/-	NIL	Not Applicable	Not Applicable		

f. **Excess amount for set-off, if any:**

Sr. No.	Particulars	Amount (in ₹)
i.	Two percent of average net profit of the Company as per Section 135(5)	1,32,66,235/-
ii.	Total amount spent for the Financial Year 2025-26	3,14,50,000/-
iii.	Excess amount spent for the Financial Year 2025-26 [(ii)-(i)]	1,81,83,765/-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years	Nil
v.	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]	1,81,83,765/-

7. **Details of Unspent CSR amount for the preceding three Financial Years:**

Financial Year	Amount transferred to Unspent CSR account undersection 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under section 135(6) (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹	Deficiency, if any
				Amount (in ₹)	Date of Transfer		
2023-24	90,00,000/-	90,00,000/-	NIL	Not Applicable		90,00,000/-	NIL
2024-25	65,00,000/-	1,55,00,000/-	40,00,000/-	Not Applicable		1,15,00,000/-	NIL
2025-26	NIL	1,15,00,000/-	1,15,00,000/-*	Not Applicable		NIL	NIL

**Note- Excludes interest earned of ₹ 4,02,000 on balance in unspent account during FY 2025-26 and spent on ongoing projects.*

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount:** No

9. **Specify Financial Year the reasons if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.:** Not applicable

	Sd/-	Sd/-	Sd/-
Place: New Delhi	**Mr. Bidadi Anjani Kumar**	**Mr. Pranav Kapuria**	**Naveen Jain**
Dated: August 06, 2026	**(Chairman CSR Committee)**	**(Managing Director)**	**(Company Secretary)**

ANNEXURE-V OF BOARD'S REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

   There were no contracts or arrangements or transactions entered into with related parties during the year, which were not at arm's length basis.

2. **Details of material contracts or arrangements or transactions on an arm's length basis:**

Name(s) of the related party and nature of relationship	**Vulcan Electro Controls Limited**	**The Hi-Tech Engineering Systems Private Limited**
Nature of contracts/ arrangements/ Transactions	Sales/ Purchase/ Receiving and Rendering of Job work/services	Sales/ Purchase/ Receiving/ Rendering of services
Duration of the contracts/ arrangements/ Transactions	Ongoing	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	In tune with market parameters, an estimated annual value of 5,316.45 million for all contracts for the Financial Year 2025-26.	In tune with market parameters, an estimated annual value of 2,656.90 million for all contracts for the Financial Year 2025-26.
Date of approval by the Board	August 08, 2022	August 08, 2022
Amount paid as advances	As per normal commercial T&C	As per normal commercial T&C

- The Company has obtained Omnibus approval from the Audit Committee for the Related Party Transactions for the Financial Year 2025-26.
- For Material related party transactions approval of the Shareholders has been obtained.
- For the exact value of Related Party Transactions please refer to Note No. 36 of the standalone financial statements and Note No. 37 of the consolidated financial statements of the Company and Point XV of the Corporate Governance Report.

By Order of the Board
For The Hi -Tech Gears Limited

Sd/-
Deep Kapuria
Chairman

Place: New Delhi
Date: August 06, 2026

ANNEXURE-VI OF BOARD'S REPORT

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Every Listed Company shall disclose the Remuneration of Every Executive Director and KMPs of the Company in the following manner:

1. The median annual remuneration of all permanent employees at the end of Financial Year 2025-26 was ₹ 4,12,896, which represented a decrease of 24.26% compared to ₹ 5,45,117 for Financial Year 2024-25.

2. Ratio of the remuneration of each director to the median remuneration of the employees of the Company.

   (a) Executive Directors

   Mr. Deep Kapuria, (Chairman and Whole Time Director) – 122.74; Mr. Pranav Kapuria, (Managing Director) – 80.21, Mr. Anuj Kapuria, (Whole Time Director and Key Managerial Personnel) – 82.99, *Mr. Girish Narang, (Whole Time Director and Key Managerial Personnel) – 1.35 and *Mr. Vijay Mathur (Whole Time Director and Key Managerial Personnel) – 6.66.

   Remuneration includes basic salary, HRA, Commission, Medical expenses reimbursement, contribution to provident funds and other statutory funds.

   Note- **Mr. Vijay Mathur (Whole Time Director and Key Managerial Personnel) and Mr. Ramakrishnan Ramanathan (Independent Director), were appointed to the Board of the Company w.e.f. July 24, 2025.*

   Further, Mr. Girish Narang – Whole Time Director and Key Managerial Personnel designated as Executive Director of the Company, resigned from the Board of the Company with effect from the closure of business hours of April 24, 2025.

   (b) Non-Executive Director

   Mr. Rajiv Batra (Independent Director) – 1.22, Mr. Deval Mahadev Desai (Independent Director) - 0.99, Mr. Vikram Rupchand Jaisinghani (Independent Director) – 1.14, Mr. Arjun Juneja (Independent Director) - 0.79, Ms. Suchitra Rajendra (Independent Director) – 1.11, Mr. Ramakrishnan Ramanathan (Independent Director) - 0.69, Mr. Vishal Seth (Independent Director) – 1.13, Mr. Sameer Gupta (Independent Director) - 0.12, Mr. Bidadi Anjani Kumar (Non-Executive Director) - 1.11, Mr. Anant Jaivant Talaulicar (Non-Executive Director) – 0.93, Mr. Kawal Jain (Non-Executive Director) - 1.19.

   Sitting Fee is out of scope of remuneration as per Companies Act, 2013, however for the aforesaid purpose, remuneration of Non-Executive Directors includes Sitting fees and Commission.

   Note- **Mr. Vishal Seth was appointed as Non-Executive - Independent Director of the Company w.e.f. April 25, 2025, and Mr. Ramakrishnan Ramanathan (Independent Director), was appointed to the Board of the Company w.e.f. July 24, 2025. Mr. Sameer Gupta, Non-Executive Independent Directors, resigned with effect from the closure of business hours of June 20, 2025, from the Company.*

3. There were 824 permanent employees on the rolls of the Company as on March 31, 2026.

4. Considering the total remuneration of all employees on the payroll of the Company in the Financial Year 2025-26 and dividing it by the number of such employees as at the end of the year, we arrive at the average remuneration per employee during the said year. When we compare the average remuneration per employee derived for 2025-26 with the identical computation for 2024-25, we get the percent increase/decrease in Financial Year 2025-26 over its previous year.

   The said comparison for employees other than the abovementioned Executive Directors in 2025-26 indicates a decrease of 25.04% as compared to the previous year. The comparison for the Executive Directors shows an increase of 7.27% compared to the previous year.

5. The percentage increase/decrease in remuneration of each director, Chief Financial Officer, Chief Executive Officer and Company Secretary are as below:

Sr. No.	Name of Director	Designation	% Change in remuneration
1	Mr. Deep Kapuria	Executive Chairman	9.77
2	Mr. Pranav Kapuria	Managing Director	07.81
3	Mr. Anuj Kapuria	Executive Director	11.56
4	Mr. Naveen Jain	Company Secretary	39.5
5	Mr. Bidadi Anjani Kumar(i)	Non-Executive - Non-Independent Director	-27.61
6	Mr. Anant Jaivant Talaulicar(i)	Non-Executive - Non-Independent Director	-27.61
7	Mr. Kawal Jain(i)	Non-Executive - Non-Independent Director	-27.61

Sr. No.	Name of Director	Designation	% Change in remuneration
8	Mr. Rajiv Batra(i)	Non-Executive - Independent Director	-27.61
9	Mr. Deval Mahadev Desai(iii)	Non-Executive - Independent Director	NA
10	Mr. Vikram Rupchand Jaisinghani(iii)	Non-Executive - Independent Director	NA
11	Mr. Arjun Juneja(iii)	Non-Executive - Independent Director	NA
12	Ms. Suchitra Rajendra(iii)	Non-Executive - Independent Director	NA
13	Mr. Ramakrishnan Ramanathan(iii)	Non-Executive - Independent Director	NA
14	Mr. Vishal Seth(iii)	Non-Executive - Independent Director	NA
15	Mr. Vijay Mathur(iii)	Executive Director and Chief Financial Officer	NA
16	Mr. Vinod Raheja(iii)	Chief Financial Officer	NA
17	Mr. Kapil Rajora(iii)	Chief Financial Officer	NA
18	Mr. Girish Narang(iii)	Executive Director	NA
19	Mr. Sameer Gupta(iii)	Non-Executive - Independent Director	NA

Note:

(i) Sitting fees payable to Non-Executive Directors (including Independent Directors) for attending the Meeting of the Board of Directors include Committee Meetings of the Company. Hence, it is not considered as remuneration in the case of Non-Executive Directors. Further, the % change in remuneration of directors other than WTD's are attributable to payment of commission for the Financial Year 2025-26.

(ii) In the case of the Executive Directors, the remuneration is as per the provisions of the Companies Act, 2013 read with rules and schedule made thereunder and SEBI (LODR) Regulations, 2015.

(iii) Mr. Deval Mahadev Desai, Mr. Vikram Rupchand Jaisinghani, Mr. Arjun Juneja, and Mr. Sameer Gupta were appointed on Board w.e.f. August 06, 2024. Further, Ms. Suchitra Rajendra was appointed as a Non-Executive Independent Director on the Board of the Company with effect from February 11, 2025.

Subsequently, Mr. Girish Narang, Whole-Time Director and Key Managerial Personnel, and Mr. Sameer Gupta, Non-Executive Independent Director, ceased to be Directors of the Company upon their resignation with effect from the close of business hours on April 24, 2025, and June 20, 2025, respectively.

Mr. Vishal Seth was appointed as a Non-Executive Independent Director of the Company with effect from April 25, 2025. Thereafter, Mr. Vijay Mathur and Mr. Ramakrishnan Ramanathan were appointed on the Board of Directors as Whole-Time Director & Key Managerial Personnel and Independent Director, respectively, with effect from July 24, 2025.

Mr. Kapil Rajora resigned from the position of Chief Financial Officer and Key Managerial Personnel with effect from the close of business hours on January 13, 2026, and Mr. Vinod Raheja was appointed as Chief Financial Officer and Key Managerial Personnel with effect from January 14, 2026, in his place. Subsequently, the Board of Directors, at its meeting held on May 29, 2026, approved the appointment of Mr. Vijay Mathur as Executive Director and Chief Financial Officer of the Company with effect from May 29, 2026, in place of Mr. Vinod Raheja.

Accordingly, the percentage change in remuneration of the aforesaid Directors and Key Managerial Personnel is not comparable with that of the previous financial year, as they were appointed, resigned, or held different positions during the year and, therefore, did not serve in their respective capacities for the entire Financial Year 2024-25 and/or 2025-26.

6. It is affirmed that the remuneration is paid as per the remuneration policy of the Company.

Management Discussion and Analysis

GLOBAL ECONOMIC – REVIEW

The global economy continued to navigate a complex and evolving environment during FY 2025-26, characterized by geopolitical uncertainties, changing trade relationships, technological disruption, and shifting investment patterns. Despite these challenges, economic activity across major regions remained relatively stable, demonstrating the adaptability of businesses, governments, and consumers in the face of persistent global headwinds. The evolving conflict in the Middle East is having significant humanitarian costs and testing the resilience of the global economy.

While growth remained uneven across geographies, the overall global economy benefited from improving financial conditions and continued investment in productivity-enhancing technologies.

The global business landscape is also witnessing a structural transformation driven by technological innovation. Investments in Artificial Intelligence (AI), automation, cloud computing, digital infrastructure, and advanced manufacturing technologies accelerated across industries. Organizations increasingly focused on enhancing operational efficiency, improving supply chain visibility, and building more agile business models capable of responding to rapidly changing market conditions. These developments are reshaping traditional industrial structures and creating new opportunities for productivity gains across both manufacturing and service sectors.

At the same time, geopolitical developments continued to influence economic activity and trade flows. Ongoing conflicts in Eastern Europe and West Asia, coupled with growing economic nationalism and changing tariff regimes, prompted businesses to reassess supply chain strategies and sourcing arrangements. Many countries intensified efforts to strengthen domestic manufacturing capabilities and reduce dependency on concentrated supply networks. This shift has resulted in increasing regionalization of supply chains and greater emphasis on supply chain resilience, localization, and strategic partnerships.

According to the International Monetary Fund (IMF), projected global economic growth holding steady at 3.3% for CY25—marking a 0.2% upward revision from October forecasts, driven primarily by stronger-than-expected performance in the US and China. This momentum is projected to carry forward, with healthy growth targets of 3.3% in CY26 and 3.2% in CY27. On the inflation front, global headline rates are on a clear downward trajectory, expected to ease from 4.1% in CY25 to 3.8% in CY26, and further moderate to 3.4% by CY27. The IMF credits this macroeconomic resilience to a combination of stabilizing factors: a gradual cooling of trade tensions, the quick operational pivots made by private sector businesses to bypass supply chain bottlenecks, and a sustained capital push into technology, particularly artificial intelligence (AI).

The global economy is facing this next test of resilience as signs of unevenness lie beneath the surface. Activity in the two largest economies, China and the United States, has been stronger than was expected in the October 2025 WEO. But this strength has been uneven. In the case of China, domestic activity— especially in the housing sector—lags behind exports. In the case of the United States, strong activity has been accompanied by low employment growth, amid declining labour force growth.

Another notable trend was the growing global focus on sustainability and energy transition. Governments and businesses continued to accelerate investments in renewable energy, energy efficiency, clean mobility solutions, and environmentally responsible manufacturing practices. Sustainability considerations are increasingly influencing capital allocation decisions, product development strategies, and regulatory frameworks across industries.

Looking ahead, the global economy is expected to maintain moderate growth momentum, supported by easing inflation, technological innovation, and infrastructure investments. However, risks associated with geopolitical tensions, trade policy uncertainty, energy market volatility, climate-related disruptions, and financial market fluctuations continue to warrant caution. The ability of economies and businesses to adapt to these evolving dynamics, while embracing technological and sustainability-led transformation, will play a critical role in shaping long-term growth prospects.

INDIAN ECONOMIC – REVIEW

India continued to strengthen its position as one of the world's most dynamic and resilient economies during FY 2025-26. At a time when several advanced economies faced subdued growth, trade-related uncertainties, and investment moderation, India remained supported by strong domestic demand, robust public investment, a rapidly expanding digital ecosystem, and an increasingly competitive manufacturing base. These factors enabled the country to sustain a healthy growth trajectory and further enhance its role in the global economic landscape.

During the year, India achieved a significant milestone by surpassing Japan to become the world's fourth-largest economy in nominal GDP terms. This achievement reflects not only the scale of economic expansion witnessed over the past decade but also the success of structural reforms, infrastructure development initiatives, digital transformation, and efforts aimed at enhancing manufacturing competitiveness. According to official estimates, India has witnessed the growth rate of 7.7% in FY 2025-26. The projected real GDP for FY 2026-27 is estimated at 6.8%. with the country remaining the world's fastest-growing major economy.

A key contributor to this performance has been the Government's continued focus on capital expenditure and infrastructure creation. Investments in highways, railways, logistics networks, airports, renewable energy, urban development, and digital connectivity have created a strong multiplier effect across sectors. Such investments have not only stimulated economic activity in the short term but have also strengthened the foundation for long-term productivity improvements and industrial growth.

Despite India's strong domestic performance, geopolitical development remain an important external risk.

The geopolitical conflict involving the United States, Israel and Iran has emerged as a significant source of uncertainty for the global economy. Despite India's strong domestic performance geopolitical development remain an important external risk. The situation has contributed to volatility in crude oil prices, potential disruptions in LNG supplies and increased logistics, freight and insurance costs. As India remains dependent on imported energy resources, prolonged disruptions may increase the country's import bill and create inflationary pressures, while also impacting supply chains across certain sectors. Nevertheless, India's diversified growth drivers, strong domestic consumption, infrastructure investments and continued policy reforms are expected to enhance economic resilience and support sustained growth despite external challenges.

The manufacturing sector continued to play an increasingly important role in India's growth story. Policy initiatives such as the Production Linked Incentive (PLI) schemes, ease-of-doing-business reforms, and efforts to strengthen domestic supply chains have encouraged fresh investments across several industries. Additionally, the global shift toward supply chain diversification and the adoption of the China+1 strategy have enhanced India's attractiveness as a manufacturing destination. This trend has created opportunities across sectors including automotive, engineering, electronics, renewable energy, and industrial equipment.

During FY 2025–26, the Government continued to strengthen the India Semiconductor Mission by approving additional semiconductor manufacturing projects, including India's first commercial Mini/Micro-LED display facility and a semiconductor packaging unit. These approvals further expanded the domestic semiconductor ecosystem and reinforced India's objective of becoming a global hub for semiconductor manufacturing.

In a major boost to India's high-tech manufacturing landscape, the Union Cabinet approved the "Semicon 2.0" initiative with a substantial budgetary outlay of ₹ 1,27,500 crore. Building on the initial momentum of its predecessor, this long-term policy framework focuses on holistically developing the domestic semiconductor landscape across six foundational pillars: chip design, advanced machines and raw materials, fabrication facility expansion, ATMP/OSAT packaging, collaborative R&D, and deep talent development. The structural shift aims to strengthen national security, secure critical supply chain resilience, and position India as a global technological leader in strategic and commercial chip manufacturing.

India's services sector also remained a key pillar of economic growth, supported by strong performance in information technology, financial services, telecommunications, e-commerce, and professional services. The rapid adoption of digital technologies, growing fintech penetration, and expansion of Global Capability Centres (GCCs) further strengthened the country's competitive advantage in knowledge-based industries.

Inflation moderated considerably during the year, supported by prudent monetary management, stable commodity prices, and favorable agricultural output. This provided the Reserve Bank of India with greater flexibility to support growth through calibrated policy measures. Strong foreign exchange reserves, a resilient banking system, improving corporate balance sheets, and increasing investor confidence further strengthened the macroeconomic environment.

Looking ahead, India remains well-positioned to sustain its growth momentum. Rising urbanization, favourable demographics, expanding manufacturing capabilities, digital transformation, infrastructure investments, and increasing integration with global supply chains are expected to drive future growth. While geopolitical developments and global economic uncertainties remain areas of concern, India's strong economic fundamentals, reform-oriented policy framework, and growing domestic market provide confidence in its long-term growth prospects.

INDIAN AUTO SECTOR AND PRODUCTION TREND

India's automobile industry continued its strong growth momentum during FY 2025-26 and remained one of the key pillars of the country's manufacturing sector. The industry benefited from robust domestic demand, rising disposable incomes, improving rural sentiment, infrastructure development, favourable government policies and increasing adoption of advanced mobility solutions.

The Government's continued focus on manufacturing-led growth through initiatives such as "Make in India", Production Linked Incentive (PLI) Schemes, PM E-Drive, National Logistics Policy, Vehicle Scrappage Policy and investments in infrastructure development further strengthened the long-term prospects of the automobile and auto-component sectors. These initiatives continue to encourage domestic manufacturing, attract investments and improve India's competitiveness in global supply chains.

As per data released by the Society of Indian Automobile Manufacturers (SIAM), the Indian automotive industry recorded another year of healthy growth during FY 2025-26. Total vehicle production increased to 34.70 million units as compared to 31.03 million units during FY 2024-25, reflecting growth of approximately 11.8%. The increase was broad-based across all major vehicle segments and was supported by strong consumer demand and improving supply chain conditions.

The overall Passenger Vehicle production increased from 5.06 million units in FY 2024-25 to 5.54 million units in FY 2025-26, while domestic sales reached an all-time high from 4.30 million in FY 2024-25 to 4.64 million units in FY 2025-26, registering growth of approximately 8% over the previous year. The segment continued to benefit from strong urban demand, premiumization trends, increasing preference for SUVs and sustained replacement demand.

The Commercial Vehicle segment recorded a healthy recovery during the year. Domestic sales increased from 0.96 million units in FY 2024-25 to 1.08 million units in FY 2025-26, reflecting growth of approximately 13%. Increased infrastructure spending, logistics activity, construction projects and government capital expenditure supported demand across medium and heavy commercial vehicle categories.

The Three-Wheeler segment continued its strong recovery trajectory with domestic sales increasing from 0.74 million units in FY 2024-25 to 0.83 million units during FY 2025-26. The segment benefited from improving urban mobility demand, growth in e-commerce logistics and increasing adoption of electric three-wheelers for passenger and cargo transportation.

The Two-Wheeler segment remained the largest contributor to overall industry volumes. Domestic sales increased from 19.61 million units in FY 2024-25 to 21.71 million units in FY 2025-26, registering growth of approximately 10.6%, while overall production reached to 26.69 million units in FY 2025-26 as compared to 23.88 million in previous FY 2024-25. Alongside growth constraints vehicle segment India's electronic mobility ecosystem also expanded rapidly during the year. Improved rural demand, better monsoon conditions, rising agricultural income and increasing financing availability contributed significantly to the segment's growth.

Alongside growth Conventional vehicle segment, India's electronic mobility ecosystem also expanded rapidly during the year.

The electric mobility ecosystem continued to expand rapidly during the year. Government support through PM E-Drive, battery manufacturing incentives, localization initiatives and charging infrastructure development accelerated EV adoption across vehicle categories. Electric two-wheelers and three-wheelers continued to account for a significant share of overall EV sales, creating substantial opportunities for auto-component manufacturers supplying advanced mobility solutions.

The China+1 strategy continued to provide significant opportunities for India. Global OEMs and component manufacturers increasingly diversified their supply chains and expanded sourcing from India. Supported by a competitive manufacturing ecosystem, skilled workforce, improving infrastructure and favourable policy framework, India continued to strengthen its position as a preferred global manufacturing and sourcing hub.

The sustained growth in vehicle production, increasing localization levels, rising exports and accelerating EV penetration continue to create significant opportunities for Indian auto-component manufacturers. Higher value addition, increased content per vehicle and growing participation in global supply chains are expected to support long-term growth prospects for the industry.

Tab I: Automobile production trends

Category	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
Passenger Vehicles	30,62,280	36,50,698	45,87,116	49,01,840	50,61,164	55,39,115
Commercial Vehicles	6,24,939	8,05,527	10,35,626	10,67,504	10,34,947	11,70,150
Three Wheelers	6,14,613	7,58,669	8,55,696	9,96,159	10,50,020	13,00,805
Two Wheelers	1,83,49,941	1,78,21,111	1,94,59,009	2,14,68,527	2,38,83,857	2,66,91,916
Grand Total	**2,26,51,773**	**2,30,36,005**	**2,59,37,447**	**2,84,34,080**	**3,10,29,988**	**3,47,01,986**

[*Source: Society of Indian Automobile Manufacturers (SIAM)*]

Tab II: Automobile domestic sales trends

Category	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
Passenger Vehicles	27,11,457	30,69,523	38,90,114	42,18,750	43,01,848	46,43,439
Commercial Vehicles	5,68,559	7,16,566	9,62,468	9,68,770	9,58,679	10,79,871
Three Wheelers	2,19,446	2,61,385	4,88,768	6,94,801	7,41,420	8,36,231
Two Wheelers	1,51,20,783	1,35,70,008	1,58,62,771	1,79,74,365	1,96,07,332	2,17,05,974
Grand Total	**1,86,20,245**	**1,76,17,482**	**2,12,04,121**	**2,38,56,686**	**2,56,09,279**	**2,82,65,515**

[*Source: Society of Indian Automobile Manufacturers (SIAM)*]

OUTLOOK

The outlook for India's automobile and auto-component industry remains positive. Strong domestic demand, rising vehicle ownership, infrastructure development, supportive government policies and increasing global sourcing opportunities are expected to drive sustainable growth in the medium and long term.

The strong performance of the automobile industry during FY 2025-26 provides a favorable foundation for future growth. Passenger vehicles recorded their highest-ever domestic sales while two-wheelers demonstrated robust recovery driven by rural demand. Commercial vehicles benefited from continued infrastructure investments and logistics expansion, whereas three-wheelers continued to gain momentum due to increasing urban mobility requirements. Going forward, sustained infrastructure spending, favorable demographics, increasing vehicle penetration and growing consumer aspirations are expected to support healthy demand across all vehicle segments.

The electric vehicle ecosystem is expected to witness accelerated growth supported by policy incentives, localization initiatives, battery manufacturing investments and expanding charging infrastructure. Manufacturers are increasingly focusing on advanced technologies, connected mobility solutions and sustainable manufacturing practices to enhance competitiveness.

However, the industry continues to face challenges arising from geopolitical uncertainties, fluctuations in commodity prices, supply chain disruptions, technological transitions and evolving regulatory requirements. The increasing adoption of electric mobility, autonomous technologies and digital manufacturing will require sustained investments in research, development and innovation.

The Company remains well-positioned to capitalize on emerging opportunities through its strong customer relationships, engineering capabilities, diversified product portfolio and focus on operational excellence. Continued emphasis on new product development, cost optimization, quality enhancement and capacity utilization will support sustainable growth and long-term value creation.

RISKS AND CONCERNS IN AUTOMOBILE AND AUTO COMPONENT SEGMENT

The automotive industry continues to operate in an increasingly dynamic and competitive environment influenced by economic, geopolitical, technological and regulatory developments. While the long-term growth outlook for the automobile and auto-component industry remains positive, manufacturers continue to face several challenges that could impact business performance and profitability.

The global automotive sector remains exposed to geopolitical uncertainties arising from ongoing regional conflicts, changing trade policies and increasing protectionist measures by various countries. Such developments have the potential to disrupt global supply chains, increase logistics costs and impact the availability of critical raw materials and components. The continuing geopolitical tensions across Europe, the Middle East and parts of Asia such as Russia Ukraine war, America and Iran war, America's trade tariffs, etc. continue to create uncertainty in commodity markets and international trade flows.

Volatility in commodity prices remains a key concern for the automotive and auto-component industry. Raw materials such as steel, alloy steel, aluminium, copper and other specialty metals constitute a significant portion of manufacturing costs. Fluctuations in global commodity prices, driven by geopolitical developments, inflationary pressures, supply-demand imbalances and trade restrictions, can adversely impact operating margins, particularly where cost increases cannot be immediately passed on to customers. Additionally, volatility in energy prices and transportation costs continues to influence manufacturing and logistics expenses.

The industry also remains exposed to the risk of shortages or delayed availability of critical components such as semiconductors, electronic chips, sensors and other specialized electronic parts, which have become increasingly important with the growing adoption of advanced electronics, connected vehicles and electric mobility solutions. Any disruption in the supply of these components may lead to production delays, increased procurement costs and disruption in customer deliveries.

The industry is witnessing a rapid technological transformation driven by electrification, connected mobility, autonomous technologies and digitalization. While these developments create significant opportunities, they also require substantial investments in research and development, engineering capabilities, manufacturing technologies and workforce upskilling. Companies that fail to adapt quickly to changing technological requirements may face challenges in maintaining their competitive position.

One of the most significant technological transformation and transition towards electric mobility is creating both opportunities and uncertainties for the automotive ecosystem. Although EV adoption is increasing steadily, the pace of transition remains dependent upon charging infrastructure development, battery costs, government incentives and consumer acceptance. Manufacturers must continue to invest in new technologies while simultaneously supporting traditional internal combustion engine platforms.

Supply chain resilience continues to be a major focus area across the industry. The lessons learned from recent disruptions have highlighted the importance of supplier diversification, localization and strategic inventory management. Any disruption in the availability of critical components, semiconductors or specialty materials may impact production schedules and customer deliveries.

Stringent regulatory requirements relating to safety, emissions and sustainability continue to increase compliance obligations for automotive manufacturers. Future regulatory changes may require additional investments in product development, testing, certification and manufacturing processes. Companies must continuously monitor evolving regulations and ensure timely compliance to avoid operational disruptions.

Despite these challenges, the industry continues to demonstrate resilience through innovation, localization initiatives, supply chain optimization and strategic investments in advanced technologies. Companies that successfully manage these risks while maintaining operational flexibility are expected to benefit from the long-term growth potential of the automotive sector.

OPPORTUNITIES, THREATS AND MITIGATION STRATEGIES

OPPORTUNITIES

India's automotive and manufacturing sectors continue to present significant growth opportunities driven by favourable demographics, rising income levels, increasing urbanization and strong policy support from the Government. The country remains one of the largest and fastest-growing automobile markets globally, creating substantial opportunities for vehicle manufacturers and component suppliers.

The continued implementation of the "Make in India" initiative, Production Linked Incentive (PLI) schemes, PM Gati Shakti, National Logistics Policy and various state-level industrial promotion programs are strengthening India's manufacturing competitiveness. These initiatives are encouraging investments, improving infrastructure and enhancing India's position in global supply chains.

The ongoing diversification of global supply chains continues to create opportunities for Indian manufacturers. As global companies seek to reduce concentration risks and build resilient sourcing networks, India is increasingly emerging as a preferred manufacturing and engineering hub, supported by its strong domestic market, skilled workforce, policy support, and improving infrastructure

The rapid growth of electric mobility presents substantial opportunities for component manufacturers. Increasing EV adoption is driving demand for advanced transmission systems, precision-engineered components, lightweight materials, electric drivetrain solutions and various specialized automotive products. The Company's continued focus on innovation and engineering excellence positions it favourably to capitalize on these opportunities.

Export opportunities continue to expand as global OEMs increasingly source components from India. The country's cost competitiveness, engineering capabilities and quality standards are enabling Indian suppliers to strengthen their participation in global value chains. Continued localization efforts by OEMs and increasing preference for reliable suppliers are expected to support long-term export growth.

Advancements in manufacturing technologies, automation, Industry 4.0 and digital transformation are enabling companies to improve productivity, quality and operational efficiency. Organizations that effectively adopt these technologies can achieve sustainable competitive advantages.

THREATS AND MITIGATION STRATEGIES

Technological Disruption

The automotive industry is undergoing a rapid transformation driven by electrification, vehicle connectivity, autonomous technologies, lightweight materials, digital manufacturing and increasing adoption of artificial intelligence across the value chain. These developments are changing customer requirements, product specifications and manufacturing processes. Companies that are unable to keep pace with technological advancements may face the risk of product obsolescence, reduced competitiveness and loss of market share.

The Company continues to invest in engineering excellence, product development and process innovation to align its product portfolio with evolving industry requirements. It actively collaborates with customers during the product development stage, enhances its research and development capabilities and focuses on developing technologically advanced products for both conventional and emerging mobility platforms. Continuous investment in automation, digital manufacturing and employee skill enhancement further strengthens the Company's ability to respond to changing market dynamics.

Raw Material Cost Volatility

Steel, alloy steel and other metal-based raw materials constitute a significant portion of the Company's production cost. Fluctuations in commodity prices due to global demand-supply imbalances, geopolitical developments, inflationary pressures, energy costs and trade restrictions may adversely affect operating margins, particularly where cost increases cannot be immediately passed on to customers.

The Company mitigates this risk through strategic sourcing initiatives, long-term supplier partnerships, vendor diversification and continuous supplier development programmes. It focuses on value engineering, material optimization, productivity improvements and cost reduction initiatives to improve operational efficiency. Where commercially feasible, the Company also works closely with customers for timely price revisions and maintains disciplined procurement practices to minimize the impact of raw material price volatility.

Supply Chain Disruptions

Global supply chains continue to remain vulnerable to geopolitical conflicts, transportation bottlenecks, natural disasters, shortages of critical materials, logistics constraints and trade policy changes. Such disruptions may result in delays in procurement of raw materials and components, increase logistics costs and adversely impact production schedules, customer deliveries and overall operational efficiency.

The Company has adopted a diversified sourcing strategy by expanding its supplier base and reducing dependence on single-source suppliers. It continues to strengthen localization initiatives, maintain optimum inventory levels for critical materials and improve supply chain visibility through better planning and digital monitoring systems. Regular supplier engagement, risk assessment and business continuity planning enable the Company to respond effectively to unforeseen disruptions and maintain uninterrupted customer supplies.

Regulatory and Compliance Risks

The automotive industry operates in an increasingly regulated environment with evolving requirements relating to emission standards, vehicle safety norms, environmental protection, ESG reporting, labour regulations, product quality and corporate governance. Any failure to comply with applicable laws and regulations could result in financial penalties, operational disruptions and reputational damage.

The Company has established robust compliance and governance frameworks supported by well-defined internal policies, standard operating procedures and periodic compliance reviews. It continuously monitors regulatory developments at both domestic and international levels and undertakes timely implementation of necessary changes. Regular employee awareness programmes, internal audits and cross-functional coordination help ensure compliance with applicable statutory and regulatory requirements.

Foreign Exchange Risks

The Company is exposed to foreign exchange risks arising from exports, imports of raw materials, capital goods and other foreign currency transactions. During FY 2025-26, the Indian Rupee remained under pressure against the US Dollar due to global trade uncertainties, geopolitical developments, foreign portfolio investment outflows and higher demand for the US Dollar in international markets. The appreciation of the US Dollar and increased volatility in currency markets resulted in fluctuations in import costs, export realizations and overall profitability. Continued volatility in exchange rates may also impact cash flows, working capital requirements and financial performance.

The Company follows a prudent foreign exchange risk management framework by continuously monitoring currency exposures and adopting appropriate hedging strategies in accordance with its risk management policy. It also seeks to achieve a natural hedge by balancing foreign currency receivables and payables, wherever feasible, thereby minimizing the impact of exchange rate fluctuations. The Company regularly reviews market developments, optimizes treasury operations and maintains disciplined financial risk management practices to safeguard profitability and liquidity against adverse currency movements.

Talent and Skill Availability

The automotive and manufacturing sectors are witnessing increasing demand for highly skilled professionals in areas such as precision engineering, automation, digital manufacturing, robotics, artificial intelligence, electric vehicle technologies and data analytics. Intense competition for qualified talent may affect business continuity, innovation and future growth.

The Company continues to invest in employee learning and capability development through structured technical training programmes, leadership development initiatives and continuous skill enhancement. It focuses on employee engagement, performance-driven culture, succession planning and career development opportunities to attract, retain and nurture high-quality talent. The Company also promotes a safe, inclusive and collaborative work environment to strengthen employee satisfaction and long-term retention.

Labour Availability and Workforce Challenges

The manufacturing sector continues to face challenges in the availability and retention of skilled and semi-skilled shop-floor workforce due to increasing competition for labour, demographic shifts, migration patterns, rising wage expectations and changing workforce preferences. Shortages of trained operators and technicians may impact production schedules, operational efficiency, product quality and timely execution of customer orders. In addition, changes in labour laws and increasing compliance requirements may lead to higher manpower costs and operational complexities.

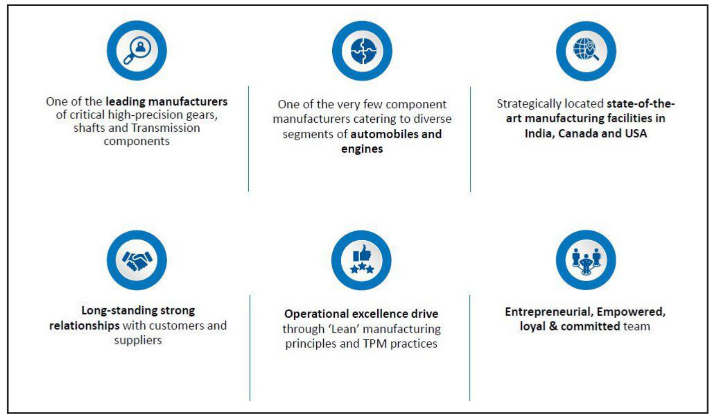
The Company focuses on building a stable and skilled workforce through continuous skill development programmes, structured induction and on-the-job training, multi-skilling initiatives and employee engagement activities. The Company also maintains long-term relationships with manpower agencies, strengthens workforce planning, promotes automation wherever commercially feasible and provides a safe, healthy and inclusive workplace to improve employee retention and productivity. Continuous monitoring of manpower requirements and succession planning further support uninterrupted manufacturing operations.

Geopolitical Uncertainties

The Company's business is closely linked to the global automotive industry and export markets, including North America, Europe, India and Asia. With operations and supply chains extending across multiple geographies, the Company remains exposed to geopolitical developments, trade disputes, changes in tariff policies, economic sanctions and evolving international trade regulations. During FY 2025-26, global trade was impacted by heightened geopolitical tensions, including conflicts in Eastern Europe and the Middle East, evolving tariff measures by major economies and disruptions in key global shipping routes. Such developments have the potential to increase raw material and logistics costs, disrupt global supply chains, extend lead times and affect customer demand across international markets. Continued uncertainty may also result in currency volatility, inflationary pressures and delays in investment decisions by customers, thereby impacting business performance and profitability.

The Company continues to strengthen its business resilience through a diversified customer base, balanced geographical presence and a multi-location sourcing strategy. It focuses on supplier diversification, localization of procurement, continuous monitoring of geopolitical developments and proactive supply chain risk management to minimize disruptions. The Company also maintains close engagement with customers and suppliers, enhances inventory planning for critical materials and components and regularly reviews its export strategy to respond effectively to changing global trade dynamics. These measures enable the Company to improve operational flexibility, ensure business continuity and mitigate the impact of geopolitical uncertainties.

Strength of the Company



BRIEF OF FINANCIAL RESULTS

During the Financial Year 2025-26, the Company continued to demonstrate operational resilience amidst a challenging global business environment characterized by economic uncertainties, evolving customer requirements and increasing competitive pressures.

On a standalone basis, Revenue from Operations for the FY 2025-26 stood at ₹ 6,486.50 million as compared to ₹ 6,389.93 million during the previous financial year i.e 2024-25, reflecting steady business performance and continued customer demand across key markets. Total Income increased to ₹ 6,806.12 million from ₹ 6,696.12 million in the previous year.

Profit Before Tax (PBT) for the FY 2025-26 stood at ₹ 445.95 million as compared to ₹ 635.69 million during the previous FY 2024-25. Profit After Tax (PAT) stood at ₹ 330.54 million as against ₹ 473.78 million reported during FY 2024-25. Basic Earnings Per Share (EPS) for the year stood at ₹ 17.59 as compared to ₹ 25.23 during the previous financial year.

Despite pressures arising from increased employee costs, commodity price fluctuations and investments in future growth initiatives, the Company maintained a strong financial position supported by prudent financial management and disciplined capital allocation.

In response to these challenges the Company continued to focus on operational efficiency, cost optimization, productivity enhancement and customer service excellence. During the year, strategic initiatives aimed at improving manufacturing efficiency, reducing operational costs and enhancing value-added offerings contributed positively to business performance.

The Company's continued emphasis on quality, technology, innovation and customer satisfaction enabled it to strengthen its market position and maintain long-term relationships with leading OEM customers across domestic and international markets.

These results underscore the Company's ability to adapt to changing market conditions while continuing to invest in future growth opportunities and sustainable value creation for stakeholders.

KEY FINANCIAL RATIOS ARE GIVEN BELOW

Particulars	Unit	2025-26	2024-25	Change over previous year	Reason for material change
Debtors Turnover	Times	5.29	5.09	3.91%	Average Trade receivable has decreased and revenue has increased, resulting in increase in debtor turnover ratio.
Inventory Turnover	Times	3.60	3.82	-5.85%	Inventory turnover ratio decreased due to increase in inventory for mitigating future sales plan as well as change in customer EDI.
Current Ratio	Times	2.03	1.89	7.48%	Current ratio improved, mainly due to increase in Current assets and re-payments of debts.
Debt Equity Ratio	Times	0.20	0.24	-16.52%	Debt Equity ratio is improved due to increase in Net worth and reduction in Debt.

Particulars	Unit	2025-26	2024-25	Change over previous year	Reason for material change
Interest Coverage Ratio	Times	4.20	1.27	230.79%	Increased due to lower interest cost and lower re-payment of long-term debts, despite lower Profit after tax before interest and depreciation.
Operating Profit (EBIDTA) Margin	%	12.90	16.16	-3.26%	Decreased largely due to increase in consumable & manpower cost.
Net Profit Margin	%	4.96	7.20	-2.25%	Net profit margin reduced due to reduction in EBITDA margin.
Return on Net Worth	%	6.66	10.37	-3.71%	Decrease due to decrease in Net Profit.

EXCELLENCE, AWARDS AND RECOGNITIONS

The Company remains committed to achieving manufacturing excellence, technological leadership and sustainable business growth. Continuous improvement, innovation and customer-centricity remain integral to the Company's operational philosophy.

During the year, the Company continued to strengthen its position in the electric mobility ecosystem by actively participating in new product development initiatives and engaging with customers across emerging EV platforms. Several new product development programs progressed successfully during the year, reinforcing the Company's capabilities in advanced transmission and drivetrain solutions.

The Company continued to invest in engineering excellence, process innovation and manufacturing modernization. Various initiatives focused on productivity improvement, quality enhancement, automation and digital transformation were implemented across manufacturing facilities to improve operational performance and customer satisfaction.

The Company's Manesar manufacturing facility continued to uphold high standards of environmental stewardship and sustainable manufacturing practices. The Company's commitment towards responsible manufacturing, energy conservation, waste reduction and resource optimization remains aligned with global sustainability objectives.

Customer recognition continues to be a reflection of the Company's commitment to quality, delivery performance, innovation and business excellence. Long-standing relationships with leading domestic and international customers continue to strengthen the Company's reputation as a reliable and preferred supplier.

The Company remains focused on building future-ready capabilities while pursuing excellence in every aspect of its operations.

SEGMENT REPORTING

The Company is primarily engaged in the manufacture of gears and transmission components, which constitute a single business segment owing to the similarity in the nature of products, production processes, customer base, and associated risks and returns. Accordingly, the Company's operating performance is evaluated and reported as a single business segment.

To provide stakeholders with a broader perspective of its business operations, the Company presents geographical information in its financial statements, categorised into three principal regions. These disclosures reflect the Company's domestic and international presence and provide insights into its revenue distribution across different geographical markets.

The geographical segment information enhances transparency and enables investors and other stakeholders to better assess the Company's regional business performance while maintaining consistency with its single business segment reporting. This approach ensures compliance with the applicable accounting requirements and facilitates a comprehensive understanding of the Company's overall operations.

INTERNAL CONTROLS AND THEIR ADEQUACY

The Company has established a comprehensive system of internal controls designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, reliability of financial reporting, safeguarding of assets and compliance with applicable laws and regulations.

The internal control framework is supported by clearly defined organizational structures, documented policies and procedures, delegation of authority matrices and robust monitoring mechanisms. These controls are regularly reviewed and updated to align with changing business requirements and regulatory expectations.

The Company maintains an independent internal audit function that evaluates the adequacy and effectiveness of internal controls, risk management practices and governance processes. Internal audit reviews are conducted based on a risk-based audit plan approved by the Audit Committee.

The findings and recommendations arising from internal audits are periodically reviewed by management and the Audit Committee. Corrective actions are monitored to ensure timely implementation and continuous improvement in control processes.

The Audit Committee regularly reviews financial reporting processes, internal control systems, risk management frameworks and compliance mechanisms. The Committee also interacts with internal auditors, statutory auditors and management to assess the effectiveness of governance and control practices.

Based on periodic assessments and reviews conducted during the year, the Company believes that its internal control systems remain adequate and effective considering the size, nature and complexity of its operations.

HUMAN RESOURCES

Human resources continue to be one of the Company's most valuable assets and a key enabler of sustainable business growth. The Company remains committed to fostering a culture of excellence, collaboration, innovation and continuous learning across all levels of the organization.

The Company places significant emphasis on employee engagement, capability development, leadership building and talent management. Various training and development initiatives are conducted regularly to enhance technical competencies, managerial capabilities and functional expertise.

Employee health, safety and well-being remain key priorities. The Company continues to maintain a safe and healthy work environment through robust safety systems, awareness programs, preventive measures and continuous monitoring of workplace conditions.

The Company encourages a performance-driven culture supported by transparent performance management systems, career development opportunities and employee recognition programs. Efforts are continuously made to strengthen employee engagement and build a high-performance organization.

Industrial relations remained cordial and harmonious throughout the year across all manufacturing locations and offices. The Company continues to enjoy constructive relationships with employees, workers and other stakeholders.

As on March 31, 2026, the Company maintained a motivated and committed workforce aligned with its values, strategic objectives and long-term growth aspirations. Continuous investments in people development and organizational capability enhancement will remain a key focus area going forward.

DISCLAIMER

The statements contained in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, outlook, plans, strategies or predictions may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions, expectations of future events and management's current views and assumptions regarding future business conditions.

Actual results may differ materially from those expressed or implied in such forward-looking statements due to various risks and uncertainties. Important factors that could influence the Company's operations and performance include changes in economic conditions, industry trends, demand and supply dynamics, availability and prices of raw materials, fluctuations in foreign exchange rates, interest rates, changes in Government policies and regulations, taxation laws, geopolitical developments, technological changes, competitive pressures, supply chain disruptions and other factors beyond the Company's control.

The Company does not undertake any obligation to publicly update, amend or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements. The statements made in this Management Discussion and Analysis should be viewed in conjunction with the Company's financial statements and the notes thereto.

CORPORATE GOVERNANCE REPORT

Forming part of 40th Board Report

I. Company's Philosophy on Corporate Governance

The Hi-Tech Gears Limited ("the Company"), being a prominent participant in the Indian auto component industry, has consistently strengthened and upheld robust standards of corporate governance in alignment with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time.

The Company has, inter alia, instituted a well-balanced and diverse Board comprising professionals with varied expertise, ensured timely circulation of agenda papers, convening of Board and Committee meetings at regular intervals, and prompt disclosure of material information and outcomes in compliance with applicable regulatory requirements. It has also constituted requisite Board Committees in accordance with the SEBI LODR and the Act and has framed and implemented various policies to reinforce ethical conduct, transparency and accountability. Active participation by Directors in Board and General Meetings is consistently ensured, and a fair, transparent and timely mechanism for dissemination of unpublished price sensitive information (UPSI) is maintained in accordance with applicable laws. Further, the equity shares of the Company remain listed on BSE Limited and National Stock Exchange of India Limited, thereby ensuring adequate liquidity and investor accessibility.

The Company confirms its full compliance with all applicable mandatory requirements prescribed under the SEBI LODR and other relevant provisions of applicable laws. It remains committed to maintaining the highest standards of corporate governance, transparency, and disclosures, while ensuring adherence to all statutory requirements in both letter and spirit, thereby safeguarding the interests of its shareholders and other stakeholders.

II. Composition of Board of Directors

The Board of Directors, being the apex governing body of the Company, discharges its dual responsibility as an agent and fiduciary of the shareholders and the Company. The Board is duly constituted in accordance with the requirements of the SEBI LODR, ensuring an appropriate balance of Executive and Non-Executive Directors, including Independent Directors and a Woman Independent Director. Any vacancy arising in the office of a director during the year was duly filled within the prescribed timelines, in compliance with the applicable regulatory provisions.

As on March 31, 2026, there were a total of 14 Directors on the Board of the Company consisting of 7 Non-Executive Independent Directors, 3 Non-Executive Non-Independent Directors and 4 Executive Directors, possessing expertise and experience in diverse fields such as Engineering, Finance, Treasury, Business Management, Administration, Human Resource, Corporate Planning, Corporate Law etc. Directors on the Board are professionally competent and experienced in their respective fields.

During the financial year under review, Mr. Girish Narang, Whole Time Director & Key Managerial Personnel, and Mr. Sameer Gupta, Non-Executive Independent Director, resigned from the Company with effect from the close of business hours on April 24, 2025, and June 20, 2025, respectively. The Board of Directors took note of the aforesaid resignations and on approval and recommendation, through resolution by circulation dated April 24, 2025, approved the appointment of Mr. Vishal Seth, as Non-Executive Independent Director in the Company w.e.f. April 25, 2025, as per applicable provisions of the Act & the SEBI LODR.

Further, the Board appointed Mr. Vijay Mathur as Whole Time Director & Key Managerial Personnel and Mr. Ramakrishnan Ramanathan as Non-Executive Independent Director, with effect from July 24, 2025.

Additionally, the Board of Directors ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the re-appointment of Mr. Deep Kapuria as Chairman & Whole Time Director, Mr. Pranav Kapuria as Managing Director, and Mr. Anuj Kapuria as Whole Time Director & Key Managerial Personnel, with effect from October 01, 2025.

Subsequently, members' approval was obtained at the 39th Annual General Meeting held on September 27, 2025, for aforesaid appointments, other than Mr. Vishal Seth. However, in the case of the appointment of Mr. Vishal Seth (Non-Executive Independent Director) the approval of members was obtained via the Postal Ballot.

The details of the Directors as on March 31, 2026, are as follows: -

Sr. No.	Name of Director and DIN	Designation	Category	Relationship with other directors	No. of Directorships (1)	No. of AC / SRC as Members (2)	No. of AC/ SRC as Chairperson (2)
1	Mr. Deep Kapuria (00006185)	Executive Chairman	Promoter, Executive Director	Father of Mr. Pranav Kapuria & Mr. Anuj Kapuria	Four	Nil	Nil
2	Mr. Pranav Kapuria (00006195)	Managing Director	Promoter, Executive Director	Son of Mr. Deep Kapuria & brother of Mr. Anuj Kapuria	Six	One	Nil
3	Mr. Anuj Kapuria (00006366)	Executive Director	Promoter Director	Son of Mr. Deep Kapuria & brother of Mr. Pranav Kapuria	Eight	One	Nil
4	Mr. Anant Jaivant Talaulicar (00031051)	Vice Chairman	Non-Executive Non-Independent	None	Twelve	Eight	One
5	Mr. Bidadi Anjani Kumar (00022417)	Director	Non-Executive Non-Independent	None	Four	Two	Two
6	Mr. Arjun Juneja (00704349)	Director	Non-Executive Independent	None	Ten	Nil	Nil
7	Mr. Deval Mahadev Desai (07539095)	Director	Non-Executive Independent	None	One	Nil	Nil
8	Mr. Vikram Rupchand Jaisinghani (00286606)	Director	Non-Executive Independent	None	One	One	Nil
9	Ms. Suchitra Rajendra (07962214)	Director	Non-Executive Independent	None	Five	Five	Three
10	Mr. Rajiv Batra (00082866)	Director	Non-Executive Independent	None	Nine	Five	Four
11	Mr. Kawal Jain (00910924)	Director	Non-Executive Non-Independent	None	Two	One	Nil

Sr. No.	Name of Director and DIN	Designation	Category	Relationship with other directors	No. of Directorships (1)	No. of AC / SRC as Members (2)	No. of AC/ SRC as Chairperson (2)
12	Mr. Vishal Seth (05136478)	Director	Non-Executive Independent	None	One	One	Nil
13	Mr. Vijay Mathur (00006455)	Executive Director	Whole-Time Director and Key Managerial Personnel	None	Five	Nil	Nil
14	Mr. Ramakrishnan Ramanathan (03394401)	Director	Non-Executive Independent	None	Three	Two	One

Note: -

(1) The number of directorships includes directorships held in Indian companies, including listed companies, public companies, private companies and Section 8 companies, but excludes foreign companies and Limited Liability Partnerships (LLPs).

(2) Represents memberships/chairpersonships held in the Audit Committee and Stakeholders' Relationship Committee of all Indian public limited companies (listed and unlisted), including The Hi-Tech Gears Limited, as considered under Regulation 26(1)(b) of the SEBI LODR.

Number of Board Meetings held during the financial year 2025-26.

During the financial year under review, Board meetings were held (Six) times to review, discuss and decide on the various business matters of the Company. Following are the particulars of the meetings: -

(1) May 29, 2025

(2) July 23, 2025

(3) August 11, 2025

(4) November 07, 2025

(5) January 13, 2026

(6) February 12, 2026

It is confirmed that the gap between the two (2) consecutive meetings of the Board did not exceed one hundred and twenty (120) days. The necessary quorum was present in all the meetings.

Attendance of each Director at the Board Meetings during financial year under review and the last 39th Annual General Meeting are given as follows: -

Sr. No.	Name of Director	Attendance in the Board Meetings	Attendance at the last Annual General Meeting
1	Mr. Deep Kapuria	6	No
2	Mr. Pranav Kapuria	6	Yes
3	Mr. Anuj Kapuria	5	Yes
4	Mr. Vijay Mathur	4	Yes
5	Mr. Bidadi Anjani Kumar	6	Yes
6	Mr. Kawal Jain	6	Yes
7	Mr. Anant Jaivant Talaulicar	5	Yes
8	Mr. Rajiv Batra	6	Yes
9	Mr. Deval Mahadev Desai	6	Yes
10	Mr. Vikram Rupchand Jaisinghani	6	Yes
11	Ms. Suchitra Rajendra	6	Yes
12	Mr. Arjun Juneja	1	Yes
13	Mr. Vishal Seth	6	No
14	Mr. Ramakrishnan Ramanathan	4	Yes
15	Mr. Girish Narang*	0	NA
16	Mr. Sameer Gupta*	1	NA

***Note:** Mr. Girish Narang, Whole Time Director & Key Managerial Personnel and Mr. Sameer Gupta, Non-Executive Independent Directors, resigned with effect from the closure of business hours of April 24, 2025, and June 20, 2025, respectively, from the Company and Board of Directors took note of the same.

Directorship of Board Members in other listed entities

Pursuant to the SEBI LODR, the name of the other listed entity where the Board Members are holding directorship as on March 31, 2026, are given below:

Name of Director	Name of the Listed Entity	Category
Mr. Anant Jaivant Talaulicar	India Nippon Electricals Limited	Non-Executive Independent Director
	Endurance Technologies Limited	Non-Executive Independent Director
	Everest Industries Limited	Non-Executive Independent Director, Chairman
	KPIT Technologies Limited	Non-Executive Independent Director
Ms. Suchitra Rajendra	Hindustan Media Ventures Limited	Non-Executive Independent Director
	Digicontent Limited	Non-Executive Independent Director
Mr. Rajiv Batra	UFO Moviez India Limited	Non-Executive Independent Director
	UNO Minda Limited	Non-Executive Independent Director
Mr. Ramakrishnan Ramanathan	Everest Kanto Cylinder Limited	Non-Executive Independent Director

Details of Shares held by Non-Executive Director(s)

Mr. Kawal Jain holds 1,100 equity shares as on March 31, 2026. No other Non-Executive Director held any equity shares of the Company as on March 31, 2026.

Familiarization Programme

The Board of Directors is kept duly appraising all material information relating to the Company and its operations, thereby enabling it to effectively discharge its fiduciary responsibilities in a manner that meets the expectations of stakeholders and the wider public. The Directors are regularly updated on significant developments in the domestic and global corporate and industry landscape, including changes in applicable laws, regulations, and the economic environment, to facilitate timely and informed decision-making. Further, the Board is periodically informed on key business matters, including new initiatives, Corporate Social Responsibility (CSR) and sustainability activities, risk assessment and mitigation strategies, and management development processes.

Details regarding the familiarization programs provided to independent directors are available for review at https://www.thehitechgears.com/codespolicies.php

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees, and other individual Directors which forms part of the Nomination and Remuneration Committee policy and is also available on the website of the Company at https://www.thehitechgears.com/codespolicies.php

Disclosure with regard to the core skills/ expertise/ competencies of the Board

Pursuant to Schedule V of the SEBI LODR, core skills/expertise/ competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

The detailed Chart/ Matrix of such core skills/ expertise/ competencies along with the names of the Directors who possess such skills is given as follows: -

Sr. No	Name of Director	Designation	Core skills/ Expertise/ Competencies
1.	Mr. Deep Kapuria	Executive Chairman	Management, Strategy and Planning, Global business leadership, Manufacturing, automobile engineering and project management, CSR and Sustainability matters, Critical and Innovative Thinker
2.	Mr. Pranav Kapuria	Managing Director	Management, Strategy and Planning, Governance, Risk and Compliance, Commercial Experience, Global business leadership, Manufacturing, automobile engineering and project management, Vision and value creation
3.	Mr. Anuj Kapuria	Executive Director	Commercial Experience, Manufacturing, automobile engineering and project management, Automation and Innovation, New Product Development
4.	Mr. Anant Jaivant Talaulicar	Non-Executive Non-Independent Director	Mechanical and Engineering Expertise, Quality consciousness, Technical Expertise, Strategic thinking, Active contribution towards Strategy and Planning.
5.	Mr. Arjun Juneja	Non-Executive Independent Director	Dedicated and accomplished business leader. Visionary thinking, strategic vision and adaptability to change will be helpful in achieving success to Company.
6.	Mr. Kawal Jain	Non-Executive Non-Independent Director	Accounting, Finance, Taxation, and Management Advisory.
7.	Mr. Bidadi Anjani Kumar	Non-Executive Non-Independent Director	Strategic and Financial Planning, Risk Management, Corporate Governance, Management Advisory and significant experience in Chairing Boards and Board Committees of both MNCs and Indian companies.
8.	Ms. Suchitra Rajendra	Non-Executive Independent Director	Diverse background in consulting, HR, and leadership roles positions her uniquely to offer valuable perspectives and guide the Company in its growth and governance.
9.	Mr. Vikram Rupchand Jaisinghani	Non-Executive Independent Director	Ability to drive substantial business innovations, operational excellence, strategic vision and leadership have been instrumental in transforming complex business landscapes and driving substantial growth, pioneering leader in the business world.
10.	Mr. Rajiv Batra	Non-Executive Independent Director	He possesses expertise in Governance, Risk & Compliance and Strategic Thinking, enabling effective oversight of the Company's governance framework, regulatory compliance, risk management practices and long-term strategic direction.
11.	Mr. Deval Mahadev Desai	Non-Executive Independent Director	Global automotive experience across multifunctional areas including product development, vehicle systems integration, customer relationships, business development, sales & marketing, media relations, operations management, strategic planning, M&A, organization building and business restructuring.
12.	Mr. Ramakrishnan Ramanathan	Non-Executive Independent Director	He possesses strong expertise in business strategy, customer-centric transformation, innovation in commercial vehicles, and driving operational excellence at scale.
13.	Mr. Vijay Mathur	Executive Director	His core expertise areas are Finance Management & Control, Budget & Forecasting Functional Auditing & Internal Control, Business Process Improvement, Management of Financial Risks and Commercial Negotiations.
14.	Mr. Vishal Seth	Non-Executive Independent Director	Global leader with strong expertise in corporate strategy, operations, leadership development, fundraising, and governance, with a proven track record in driving transformation and building global partnerships.

Confirmation of the Board on independence of Independent Directors

The Board has received declarations from all Independent Directors pursuant to Section 149(7) read with Section 149(6) of the Companies Act, 2013, Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), Regulation 25(8) and Regulation 25(9) of the SEBI LODR, as amended from time to time. Consequently, the Board hereby affirms that, based on this declaration, the Independent Directors meet the criteria outlined in the aforementioned regulations and maintain autonomy from the management.

Detailed reasons for the resignation of an independent director who resigns before the expiry of his/her tenure along with confirmation by such director that there are no other material reasons other than those provided.

During the financial year under review, Mr. Sameer Gupta, Non-Executive Independent Directors, resigned with effect from the closure of business hours of June 20, 2025, from the Company, who was appointed to the Board of the Company for a period of 5 years w.e.f. August 06, 2024, upto August 05, 2029.

Mr. Sameer Gupta has taken this decision due to pre-occupation elsewhere and has confirmed that there is no other material reason than mentioned above for his resignation and he confirmed the same in his resignation letter which is available on the website of the Company at https://www.thehitechgears.com/Disclosures-under-SEBI.php

III. Audit Committee

Brief description of terms of reference

As per the Act and applicable provisions of SEBI LODR, the Audit Committee of your Company consists of three (3) Directors, comprising two (2) Non-Executive Independent Directors, namely Mr. Rajiv Batra and Mr. Vishal Seth, and one (1) Non-Executive Non-Independent Director, namely Mr. Kawal Jain. All the members of the committee possess accounting and/or financial management knowledge & expertise. Please refer to skill/expertise/competencies former part of this report for detailed competencies and expertise.

Furthermore, Mr. Naveen Jain, Company Secretary of the Company, acts as Secretary of the Audit Committee. The functions and responsibilities of the Audit Committee align with the provisions outlined in Regulation 18 of the SEBI LODR, as amended, and Section 177 of the Act, along with the respective rules.

In accordance with the requirements of the Act, and the SEBI LODR, all committee members possess financial literacy and expertise in accounting or related financial management.

Composition, Meetings and Attendance

During the financial year under review, the Audit Committee meetings were held 6 (Six) times on the following dates: -

(1) May 29, 2025

(2) July 22, 2025

(3) August 11, 2025

(4) November 07, 2025

(5) January 13, 2026

(6) February 12, 2026

The attendance of the members at the Audit Committee Meetings during financial year under review is as follows:

Name	Position/ Composition	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Rajiv Batra	Chairman	Non-Executive Independent Director	6	6
Mr. Kawal Jain	Member	Non-executive Non- Independent Director	6	6
Mr. Vishal Seth*	Member	Non-Executive Independent Director	5	5
Mr. Sameer Gupta*	Member	Non-Executive Independent Director	1	1

***Note:** Mr. Vishal Seth was appointed as Member of the committee w.e.f. June 27, 2025, in place of Mr. Sameer Gupta who ceased to be member of the committee w.e.f. June 20, 2025, due to resignation from the Board of the Company.

Audit Committee has following Powers

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it is considered necessary.

Roles and Responsibilities of Audit Committee

Audit Committee performs its duties, roles and responsibilities in terms of Regulation 18 of the SEBI LODR and Section 177 of the Act, includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointments, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a [public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter.
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of chief financial officer after assessing the qualifications, experience, and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee, in Act, SEBI LODR or any other statutory regulation, document or otherwise.
21. Reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving mergers, demerger, amalgamation etc., on the listed entity and its shareholders.

23. Granting omnibus approval for related party transactions proposed to be entered into by the listed entity or its subsidiary.
24. Reviewing the details of related party transactions, on a quarterly basis, entered into by the subsidiary of the listed entity pursuant to each of the omnibus approvals given.
25. Approving the remuneration and sitting fees paid to director, key managerial personnel or senior management belonging to promoter or promoter group.
26. Approving the remuneration and sitting fees paid to director, key managerial personnel or senior management (other than promoter/ promoter group), provided it exceeds the threshold criteria of material transaction as per Regulation 23 of SEBI LODR.

IV. Nomination and Remuneration Committee (NRC)

Brief description of terms of reference

As per the Act and applicable provisions of SEBI LODR, the Nomination and Remuneration Committee of your Company consists of three (3) Non-Executive Directors, out of which two (2) members are Non-Executive Independent Directors, namely Mr. Vikram Rupchand Jaisinghani, Ms. Suchitra Rajendra and (1) member is Non-Executive Non-Independent Director, namely Mr. Bidadi Anjani Kumar. The scope of functions of the Nomination and Remuneration Committee is to look into the Company's policy on specific/general remuneration packages, for Executive, Non-Executive, senior management and Independent Directors, including pension rights and any compensation payment.

Mr. Naveen Jain, Company Secretary of the Company, acts as the Secretary of the Nomination and Remuneration Committee.

Composition, Meetings and Attendance

During the financial year under review, the Nomination and Remuneration Committee meeting were held four (4) times on the following dates: -

(1) July 18, 2025
(2) January 13, 2026
(3) February 11, 2026
(4) February 24, 2026

The attendance of the members at the Nomination and Remuneration Committee Meetings held during financial year under review is as follows:

Name	Position/ Composition	Category	No. of meetings held during the tenure	No. of meetings attended
Ms. Suchitra Rajendra	Chairperson	Non-executive Independent Director	4	4
Mr. Bidadi Anjani Kumar	Member	Non-executive non-Independent Director	4	4
Mr. Vikram Rupchand Jaisinghani*	Member	Non-Executive Independent Director	4	4
Mr. Sameer Gupta*	Member	Non-executive Independent Director	NA	NA

***Notes:**

1. Mr. Sameer Gupta ceased to be member of NRC w.e.f. June 20, 2025.
2. Mr. Vikram Rupchand Jaisinghani was appointed as member of NRC w.e.f. June 27, 2025.

Performance Evaluation Criteria for Independent Directors

Pursuant to the provisions of the Act and the SEBI LODR, the Board carried out a formal annual performance evaluation of its own performance, the Chairman, individual Directors and the working of the different committees. Such evaluation is done through the established evaluation framework and the SEBI Guidance Note. The framework included different tools such as individual questionnaires, covering various information required to have the evaluation. All the layers of the Board, such as the Board, Committees and the Independent Directors performed their part by evaluating the performances of the other Directors as mandated.

The Company has also devised a policy for evaluating the performance of Independent Directors, Board, Committees, and other individual Directors which forms part of the NRC policy and is also available on https://www.thehitechgears.com/codespolicies.php.

Roles and Responsibilities of Nomination and Remuneration Committee

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel, and other employees.
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. uses the services of external agencies, if required.
   b. Consider candidates from a wide range of backgrounds, having due regard for diversity; and
   c. Consider the time-commitments of the candidates.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors.
4. Devising a policy on Board diversity
5. Formulate a Remuneration Policy as specified under Section 178 of the Act and under SEBI LODR, as amended from time to time.
6. Identifying people who are qualified to become directors and who may be appointed in senior management in accordance with the criteria down and recommending to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
7. Whether to extend or continue the term of appointment of the independent director, on the basis of the performance evaluation report of independent directors.
8. Recommend to the board all remuneration, in whatever form, payable to senior management.
9. Implement and administer the Employees Stock Option Scheme(s) approved by the Board from time to time and to establish, amend and rescind any rules and regulations relating to the Scheme(s), and to make any other determinations that it deems necessary or desirable in connection with the Scheme.
10. Carrying out any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee, in Act, SEBI LODR or any other statutory regulation, document or otherwise.

V. Stakeholder Relationship Committee (SRC)

Brief description of terms of reference

The Stakeholder Relationship Committee of your Company consists of three (3) Directors, out of which one (1) member is Non-Executive Non-Independent Director namely Mr. Bidadi Anjani Kumar, one (1) member is Executive Director namely Mr. Pranav Kapuria and one (1) is Non-Executive Independent Director namely Mr. Vikram Rupchand Jaisinghani. The scope, compliances and functions of the Stakeholder Relationship Committee is in line with the SEBI LODR, as amended from time to time and the provisions of Section 178 of the Act along with rules made thereunder.

Meetings and attendance

During the financial year under review, one (1) meeting of SRC was convened and held on January 22, 2026.

The attendance of the members at the Stakeholder Relationship Committee Meeting held during financial year under review is given as follows: -

Name	Position/ Composition	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Bidadi Anjani Kumar	Chairman	Non-Executive Non-Independent Director	1	1
Mr. Pranav Kapuria	Member	Managing Director	1	1
Mr. Vikram Rupchand Jaisinghani	Member	Non-Executive Independent Director	1	1

Mr. Naveen Jain, Company Secretary & Compliance Officer of the Company, acts as the Secretary of the Stakeholder Relationship Committee.

Roles and Responsibilities of Stakeholder Relationship Committee:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Investors Complaints during the financial year ended March 31, 2026:

Particulars	Status
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed of during the year	Nil
Remaining unresolved at the end of the year	Nil

VI. Risk Management Committee

Although, pursuant to Regulation 21 of the SEBI LODR, provisions of constituting Risk Management Committee are not applicable to the Company. The Company has adopted an enterprise Risk Management Policy and established a Risk Management Framework with an objective of timely identification, mitigation and control of the risks, which may threaten the existence of the Company, in accordance with the provisions of the Companies Act, 2013.

Further, pursuant to Regulation 17(9) of the SEBI LODR, the Board periodically reviews and monitors the risk management framework and mitigation measures adopted by the Company.

VII. Corporate Social Responsibility Committee ("CSR Committee")

Brief description of terms of reference

The Company has CSR Committee formed pursuant to Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee of your Company consists of three (3) Directors, out of which two (2) members who are Non-Executive Directors, namely Mr. Bidadi Anjani Kumar, Mr. Vikram Rupchand Jaisinghani (Independent Directors) and one (1) member is Executive Director, namely Mr. Deep Kapuria. The aforesaid provision mandates the Roles, Responsibilities, Powers and Scope of the CSR Committee and its members.

Meetings and attendance:

During the financial year under review, one (1) meeting of the CSR was convened and held on September 05, 2025.

The attendance of the members at the CSR Committee Meeting held during financial year is as follows: -

Name	Position/ Composition	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Bidadi Anjani Kumar	Chairman	Non-Executive Non-Independent Director	1	1
Mr. Vikram Rupchand Jaisinghani	Member	Non-Executive Independent Director	1	1
Mr. Deep Kapuria	Member	Executive Director	1	1

Mr. Naveen Jain, Company Secretary of the Company acts as the secretary of the Committee.

Roles and responsibilities of CSR Committee:

1. Formulate a Corporate Social Responsibility Policy "CSR Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.
2. Recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company as specified in Schedule VII of the Act.
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.
4. Other activities, as may be undertaken from time to time in accordance with 1 to 3 above.

As part of its initiatives under Corporate Social Responsibility "CSR", the Company has undertaken various projects pursuant to Schedule VII of the Act and CSR Policy of Company.

During the financial year under review, the Company contributed **Rs. 3,14,50,000/-** towards CSR contribution and complied with the mandatory requirements of the Act. The details pertaining to CSR contribution are provided in **Annexure-IV to the Board's Report.**

VIII. Separate Independent Directors' Meetings

Pursuant to the provisions of Schedule IV of the Act and the applicable provisions of the SEBI LODR, as amended from time to time, the Independent Directors are required to hold at least one separate meeting in a financial year without the presence of Non-Independent Directors and members of the management.

During the financial year under review, one (1) meeting of the Independent Directors was convened and held on February 11, 2026, inter alia, to discuss: -

1. Review the performance of Non-Independent Directors and the Board of Directors as a Whole.

2. Review the performance of the Chairman of the Company, considering the views of the Executive and Non-Executive Directors.
3. Assess the quality, quantity, and timelines of flow of information between the Company, Management and the Board, that is necessary for the Board to perform their duties effectively and reasonably.

The meeting was attended by members as detailed below: -

Sr. No.	Name	Position/ Composition	Category	No. of meetings held	No. of meetings attended
1	Mr. Rajiv Batra	Chairman	Non-Executive Independent Director	1	1
2	Mr. Deval Mahadev Desai	Member	Non-Executive Independent Director	1	1
3	Mr. Vikram Rupchand Jaisinghani	Member	Non-Executive Independent Director	1	1
4	Ms. Suchitra Rajendra	Member	Non-Executive Independent Director	1	1
5	Mr. Vishal Seth	Member	Non-Executive Independent Director	1	1
6	Mr. Ramakrishnan Ramanathan	Member	Non-Executive Independent Director	1	1

IX. Senior Management:

**The particulars of the senior management as stipulated during the financial year under review and upto the date of approval of report, under SEBI LODR are as follows:*

Sr. No.	Name	Designation
1	Mr. Vijay Mathur	Whole-Time Director and Chief Financial Officer
2	Mr. Naveen Jain	GM Legal and Company Secretary
3	Mr. Kapil Rajora	Chief Commercial Officer & Senior Management Personnel
4	Mr. Mahesh Kumar Agarwal	Senior Management Personnel
5	Mr. Manoj Kumar Saxena	Senior Management Personnel

****Changes in Senior Management during the financial year 2025-26 are tabled hereunder:**

Sr. No.	Name	Nature of Change
1	Mr. Kapil Rajora	He resigned from the position of Chief Financial Officer and Key Managerial Personnel, w.e.f. January 13, 2026, due to change in his professional role as Chief Commercial Officer designated as Senior Management Personnel w.e.f. January 14, 2026.
2	Mr. Vinod Raheja	He was appointed as Chief Financial Officer and Key Managerial Personnel of the Company, w.e.f. January 14, 2026.
3	Mr. Ajay Mrig	He resigned from the position of Vice President Purchase and Supply chain excellence designated as Senior Management Personnel with effect from June 27, 2025.
4	Mr. Sharad Mishra	He resigned from the position of Vice President- HR designated as Senior Management Personnel of the Company with effect from closure of business hours on March 19, 2026.

Notes:

*1. Mr. Vijay Mathur was appointed as Chief Financial Officer, designated as Executive Director & CFO of the Company, w.e.f. May 29, 2026.

**2. Mr. Vinod Raheja resigned from the Chief Financial Officer and Key Managerial Personnel w.e.f. April 25, 2026.

X. Remuneration of Directors:

The remuneration payable to the Executive Chairman, Managing Director and Whole Time Director is determined and approved by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, within the overall limits approved by the Shareholders of the Company.

The remuneration is structured after taking into consideration various factors, including the qualifications, experience, expertise, responsibilities undertaken by the concerned Directors, industry benchmarks, prevailing market practices and the financial performance and position of the Company. The remuneration package of the Executive Directors comprises basic salary, house rent allowance, perquisites, allowances, contribution to provident fund and other statutory benefits, in compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act.

The Non-Executive Directors actively contribute to the deliberations and decision-making process of the Board and its Committees by providing independent judgement, guidance and oversight. The Non-Executive Directors do not receive any remuneration from the Company, except sitting fees for attending meetings of the Board and Committees thereof, and commission, wherever approved by the Board and Shareholders, for the relevant financial year.

The details of the remuneration paid/payable to the Executive Chairman, Managing Director and Whole Time Directors for the financial year ended March 31, 2026, are as under:

(Amount in Millions)

Name of Director	Designation	Salary	EPF	Allowances	Total
Mr. Deep Kapuria	Executive Chairman	24.99	2.03	23.66	50.68
Mr. Pranav Kapuria	Managing Director	17.96	1.46	13.70	33.12
Mr. Anuj Kapuria	Executive Director	17.96	1.46	14.86	34.27
Mr. Vijay Mathur*	Executive Director	2.31	0.22	0.22	2.75
Mr. Girish Narang*	Executive Director	0.22	0.02	0.32	0.56
Total		**63.44**	**5.18**	**52.76**	**121.38**

Notes:

Salary includes basic salary, HRA, and allowances including special allowance, medical allowance, education allowance and retiral fund perquisite. EPF includes contribution to provident funds and other statutory funds.

1. *Mr. Vijay Mathur was appointed to Board of Directors w.e.f. July 24, 2025, and Mr. Girish Narang resigned from the Board of the Company w.e.f. the closure of business hours of April 24, 2025. Therefore, the remuneration paid to aforesaid them was on proportionate basis.

2. The Board at its meeting held on August 06, 2026, has resolved to distribute the amount of ₹ 3.961 million approx. (@1.00 %) of Net Profit as Commission within the said ceiling amongst the Non-Executive Directors.

The details of the remuneration paid/payable to the Non- Executive Directors for the financial year ended March 31, 2026, are as under:

(Amount in Millions)

Sr. No.	Name of the Non-Executive Directors	Commission	Sitting fees
1	Mr. Bidadi Anjani Kumar	4,09,000	1,95,000
2	Mr. Anant Jaivant Talaulicar	4,09,000	1,00,000
3	Mr. Rajiv Batra	4,09,000	2,55,000
4	Mr. Kawal Jain	4,09,000	2,40,000
5	Mr. Ramakrishnan Ramanathan*	2,81,000	95,000
6	Mr. Deval Mahadev Desai	4,09,000	1,35,000
7	Mr. Vikram Rupchand Jaisinghani	4,09,000	2,10,000
8	Mr. Arjun Juneja	4,09,000	20,000
9	Ms. Suchitra Rajendra	4,09,000	1,95,000
10	Mr. Vishal Seth*	3,82,000	2,35,000
11	Mr. Sameer Gupta*	26,000	40,000
	Total	**39,61,000**	**17,20,000**

Notes: Mr. Vishal Seth, Mr. Ramakrishnan Ramanathan were appointed to the Board w.e.f. April 25, 2025, and July 24, 2025, respectively. Further, Mr. Sameer Gupta resigned from the Board of the Company w.e.f. June 20, 2025.

Directors other than Executive Directors were entitled to sitting fees and commission on the Net Profit of the Company calculated as per section 198 of Act. There were no other pecuniary transactions/ relationships with Non-Executive Directors. There is no service contract, notice period, severance fees payable to Non-Executive Directors.

XI. General Body Meeting

A. Details of the last three (3) Annual General Meetings and special resolution(s) passed therein of the Company are as follows: -

Financial Year	Date of Meeting	Time	Location/ Venue	No. of Special Resolution Passed
2024-25	September 27, 2025	05.00 P.M.	Plot No. 24, 25, 26, Sector-7, IMT Manesar, Haryana-122050	5
2023-24	September 26, 2024	05.00 P.M.	Plot No. 24, 25, 26, Sector-7, IMT Manesar, Haryana-122050	5
2022-23	September 28, 2023	12.00 Noon	Plot No. 24, 25, 26, Sector-7, IMT Manesar, Haryana-122050	0

Further, throughout the financial year 2025-26, one postal ballot was conducted, in strict adherence to the provisions outlined within the framework of the Act, 2013 and SEBI LODR.

Procedure for Postal Ballot

The Postal Ballot process was conducted in compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the applicable General Circulars issued/ amended from time to time by the Ministry of Corporate Affairs ("MCA Circulars"), including General Circular No. 09/2024 dated September 19, 2024, the applicable circulars issued/amended from time to time by the Securities and Exchange Board of India ("SEBI Circulars"), including SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules, regulations and statutory modifications or re-enactments thereof for the time being in force.

Pursuant to the aforesaid provisions and the relaxations granted by the MCA from time to time, the Company provided the facility of remote e-voting to its members for transacting business through Postal Ballot. The Postal Ballot Notice, along with the instructions for remote e-voting, was circulated electronically only to those Members whose email addresses were registered with the Company/Depositories/Registrar and Share Transfer Agent. The Company also provided the necessary facility for registration/updation of email addresses to enable Members to receive the Postal Ballot Notice and participate in the e-voting process.

In compliance with the applicable statutory requirements, public notices regarding the Postal Ballot were published in newspapers for the information of the Members. The voting rights of the Members were reckoned on the basis of the equity shares held by them as on the cut-off date fixed for the purpose. The Company appointed a Practising Company Secretary as the Scrutinizer to scrutinize the Postal Ballot process, including remote e-voting, in a fair and transparent manner. Upon completion of the scrutiny, the Scrutinizer submitted the consolidated report to the Chairman, and the results of the Postal Ballot were declared and placed on the website of the Company and communicated to the Stock Exchanges in accordance with the applicable regulatory requirements.

The Company had taken the approval of the shareholders by way of Special Resolutions through notice of postal ballot dated May 29, 2025, for the following resolutions-

(i) Appointment of Mr. Vishal Seth (DIN-05136478) as a Non-Executive Independent Director of the Company.

(ii) To consider and approve adoption of new set of Memorandum of Association ("MOA") of the Company, as per Act.

(iii) To consider and approve the alteration in the Object clause of the Memorandum of Association of the Company.

The resolutions were duly passed on July 15, 2025, and the result was announced on July 16, 2025.

The Company had appointed Ms. Akarshika Goyal (COP No. 12770), Partner of M/s. GAA & Partners, LLP, Company Secretaries, as Scrutinizer for conducting the postal ballot including remote e-voting process in a fair and transparent manner, she submitted her duly signed scrutinizer report with voting results dated July 16, 2025, to the Chairman.

Resolution passed through Postal Ballot	Resolution Required	Votes in favour of the resolution (% of total number of valid votes)	Votes against the resolution (% of total number of valid votes)	Date of Passing Resolution
Appointment of Mr. Vishal Seth (DIN-05136478) as a Non-Executive Independent Director of the Company.	Special Resolution	14404183 (99.9984%)	235 (0.0016%)	July 15, 2025
Adoption of new set of Memorandum of Association of the Company, as per Act.	Special Resolution	14404201 (99.9985%)	217 (0.0015%)	July 15, 2025
Alteration in the Object clause of the Memorandum of Association of the Company.	Special Resolution	14404001 (99.9984%)	217 (0.0015%)	July 15, 2025

B. Dividend history of last five years.

Sr. No.	Financial year	Rate of Dividend	Date of Shareholder's Resolution
1.	2024-25	Final Dividend - 50.00 %	September 27, 2025
2.	2023-24	Final Dividend - 50.00 %	September 26, 2024
3.	2022-23	Final Dividend - 25.00 %	September 28, 2023
4.	2021-22	Final Dividend - 15.00 %	September 29, 2022
5.	2020-21	Final Dividend - 20.00 %	September 29, 2021

C. For the financial year 2025-26, **the Final Dividend @ 40%** i.e. ₹ 4 per equity share having face value of ₹ 10/- each was recommended by the Board of Directors in their meeting held on May 29, 2026.

XII. SELECTION OF INDEPENDENT DIRECTORS

Recognizing the importance of an optimum mix of skills, experience and diversity on the Board, the Nomination and Remuneration Committee ("NRC") identifies and evaluates persons of integrity, professional competence and independent judgement for appointment as Directors, including Independent Directors. The NRC and the Board consider, inter alia, the qualifications, expertise, industry experience, knowledge, positive attributes, independence, board diversity requirements and directorships/ committee positions held in other companies, in line with the criteria prescribed under the Company's Policy on appointment of Directors and determination of independence. Based on the recommendations of the NRC, the Board takes informed and considered decisions regarding such appointments.

A person proposed to be appointed as an Independent Director is required to satisfy the criteria of independence and other eligibility conditions as prescribed under Section 149 and other applicable provisions of the Act read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI LODR, as amended from time to time.

Further, the Independent Directors have submitted declarations confirming that they meet the criteria of independence as prescribed under the Act and the SEBI LODR and that they have complied with the Code for Independent Directors prescribed under Schedule IV of the Act. The Board has taken on record such declarations after undertaking due assessment of the veracity of the same in terms of Regulation 25(8) of the SEBI LODR.

XIII. MEANS OF COMMUNICATION

1. The quarterly, half-yearly and annual financial results, both standalone and consolidated, along with the quarterly shareholding pattern, are hosted on the Company's website, The Hi-Tech Gears Limited, in compliance with the applicable provisions of the SEBI LODR, as amended from time to time.

The Company has also submitted all periodic and event-based compliances/reports with the Stock Exchanges through the electronic filing platforms, namely NSE Electronic Application Processing System ("NEAPS") of the National Stock Exchange of India Limited and BSE Listing Centre of BSE Limited, within the prescribed timelines.

2. Publication of Financial Results

The approved standalone and consolidated financial results of the Company are ordinarily published in the newspapers, in compliance with the provisions of Regulation 47 of the SEBI LODR, as amended from time to time:

Financial Calendar for Financial Year 2025-26	Results were announced on	Newspapers	Date of Publication
Financial Reporting for the 1st quarter ended June 30, 2025	August 11, 2025	Business Standard (National daily newspaper in English)	August 13, 2025
		Business Standard (Regional daily newspaper in Hindi)	August 13, 2025
Financial Reporting for the 2nd quarter and half year ended September 30, 2025	November 07, 2025	Financial Express in all India Edition (English)	November 09, 2025
		Jansatta in Delhi NCR Edition (Hindi)	November 09, 2025
Financial Reporting for the 3rd quarter ended December 31, 2025	February 12, 2026	Business Standard (National daily newspaper in English)	February 14, 2026
		Business Standard (Regional daily newspaper in Hindi)	February 14, 2026
Financial Reporting for the 4th quarter and year ended March 31, 2026	May 29, 2026	Financial Express (National daily newspaper in English)	May 31, 2026
		Jansatta, NCT of Delhi and Haryana (Regional daily newspaper in Hindi)	May 31, 2026

3. All material information about the Company and documents under the SEBI LODR, are also communicated to the concerned Stock Exchanges, besides being placed on the Company's website www.thehitechgears.com

4. The Company has not displayed any official news released during the financial year under review except as required by the SEBI LODR.

5. The Company generally publishes its financial results in the Business Standard (English) and Business Standard (Hindi). The details are provided in above mentioned Section XII, Clause 2 herein above.

6. The Company's website, https://www.thehitechgears.com contains all important public domain information including presentations, if any, made to the media, analysts and institutional investors.

XIV. General Shareholder information

1. Financial Calendar for 2026-2027

(Tentative and subject to change)

Financial Reporting for the 1st quarter ended June 30, 2026	August 06, 2026
Financial Reporting for the 2nd quarter and half year ended September 30, 2026	November 12, 2026
Financial Reporting for the 3rd quarter ended December 31, 2026	February 12, 2027
Financial Reporting for the year ended March 31, 2027	May 28, 2027
Annual General Meeting for the year 2026-27	September, 2027

2. **40th Annual General Meeting (AGM) Schedule**

40th Annual General Meeting of the Company will be held on Tuesday, the 22nd Day of September 2026 at 05:00 P.M. (IST) at the Registered Office of the Company situated at Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurugram, Haryana-122050.

The Company is also providing the facility to attend the meeting through Other Audio Video Means (AOVM)/ Video conference (VC).

SN	Particulars	Details
1	Date of Book Closure	N.A.
2	E-Voting Cut-Off Date	September 15, 2026
3	Record Date	September 15, 2026
4	e-Voting period	The voting period begins on September 19, 2026 (9:00 A.M.) and ends on September 21, 2026 (5:00 P.M.)
5	Dividend payment	Particulars of Final dividend financial year 2025-26 declaration/recommendation are disclosed in the Board Report.No Interim Dividend has been declared by the Board for the financial year 2025-26.

3. **Listing on Stock Exchanges**

As on March 31, 2026, the equity shares of the Company are listed on the following Stock Exchanges: -

(a) **National Stock Exchange of India Limited:** Exchange Plaza, Plot no. C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400051.

(b) **BSE Limited:** Phiroze Jeejeebhoy Towers, 25th Limited Floor, Dalal Street, Mumbai-400001.

Note: *The listing fees for the financial year under review 2025-26 and financial year 2026-27 have been paid respectively to the respective Stock Exchanges within the stipulated time.*

4. **Registrar and Share Transfer Agent**

M/s. MAS Services Limited, New Delhi is the Registrar and Share Transfer Agent (RTA) of the Company for handling the share transfer work both in physical (to the extent permitted), and electronic form. All the correspondence relating to share transfer, transposition transmission, de-materialization, re-materialization, issue of duplicate share certificate(s), or any service requests, delivery and correspondence etc. can be made at the following address:

M/s. MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020

Ph.: 011 - 26387281, 82, 83

Fax: 011 - 26387384

Web site: www.masserv.com | Email: investor@masserv.com

Email ID for redressal of Investor Grievances:

Pursuant to Regulation 13 of the SEBI LODR, the Company has created a separate email ID for redressal of Investor Complaints and Grievances. The Email ID is secretarial@thehitechgears.com

Dispute Resolution Mechanisms

SCORES: A centralised web-based complaints redress system 'SCORES' which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaints and its current status.

Investors can lodge complaints only through new version of SCORES i.e. https://scores.sebi.gov.in/scores-home/ from April 01, 2024. In the old SCORES i.e. https://scores.gov.in investors would not be able to lodge any new complaint. However, investors can check the status of their complaints already lodged and pending in the old SCORES. Further, the disposed of complaints filed in the old SCORES can be viewed at SCORES 2.0.

Online Dispute Resolution Portal ('ODR Portal')

The Securities and Exchange Board of India ("SEBI") has established a common Online Dispute Resolution Portal ("ODR Portal") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian securities market.

In terms of SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023, as updated from time to time, including the update dated December 20, 2023, SEBI introduced the ODR mechanism with an objective to streamline and strengthen the existing dispute resolution framework in the Indian securities market. The mechanism also enhances regulatory oversight by SEBI over disputes between the aggrieved parties and market participants, and the outcome/order passed through the ODR mechanism is binding on the parties to the dispute.

Accordingly, if any Member is not satisfied with the resolution provided by the Company or its Registrar and Share Transfer Agent ("RTA"), such Member may initiate dispute resolution through the ODR Portal after exhausting the remedies available directly with the Company/ RTA and through the SEBI Complaints Redress System ("SCORES") platform, in accordance with the aforesaid SEBI Circulars.

5. **Share Transfer System**

The equity shares of the Company are traded only in dematerialised form in accordance with the applicable provisions of the Securities and Exchange Board of India ("SEBI") and the circulars, notifications and regulations issued thereunder from time to time. All investor service requests relating to securities, including transmission, transposition, issue of duplicate securities certificates, claim from Unclaimed Suspense Account, renewal/exchange, endorsement, sub-division/splitting and consolidation of securities certificates, are processed by M/s. MAS Services Limited, the Registrar and Share Transfer Agent ("RTA") of the Company, in accordance with the applicable SEBI framework and within the prescribed timelines.

Pursuant to the applicable SEBI regulations, transfer of securities is permitted only in dematerialised form. Accordingly, requests for transfer, transmission, transposition and other investor service requests relating to securities held in physical form are processed in accordance with the procedures prescribed by SEBI, as amended from time to time.

Further, SEBI provided a special window for re-lodgement of transfer requests of physical shares from July 07, 2025, to January 06, 2026, and subsequently a special window for transfer and dematerialisation of eligible physical securities from February 05, 2026, to February 04, 2027, subject to compliance with the conditions and procedures prescribed by SEBI.

To facilitate timely processing of investor service requests, the Board has delegated the requisite authority to the Share Transfer Committee. The approvals accorded by the Committee are placed before the Board for its information from time to time.

6. **(a) Distribution of shareholding**

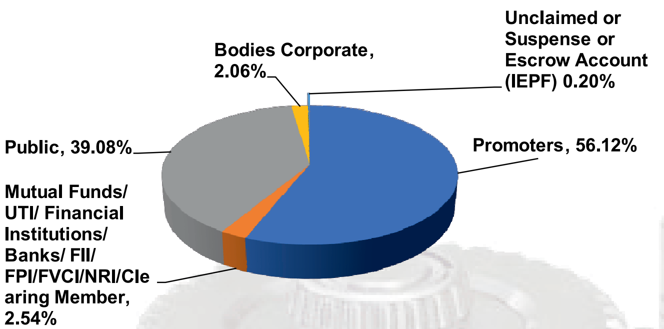
As of March 31, 2026, the distribution of shareholding was as follows:

Range of No. of Equity Shares held	No. of share	% (No. of share)	No. of shareholders	% (No. of shareholders)
1 to 5,000	611756	3.252	8572	89.562
5,001 to 10,000	341805	1.817	444	4.639
10,001 to 20,000	343914	1.828	237	2.476
20,001 to 30,000	218486	1.161	87	0.909
30,001 to 40,000	183863	0.977	52	0.543
40,001 to 50,000	146072	0.776	31	0.324
50,001 to 100,000	525751	2.795	75	0.784
100,001 and above	16441900	87.394	73	0.763
TOTAL	**1,88,13,547**	**100%**	**9571**	**100.00%**

(b) **Category-wise shareholding as on March 31, 2026**

Category	% of Shareholders	No. of shares held
Promoters and Promoters Group	56.12%	1,05,58,602
Mutual Funds/ UTI/ Financial Institutions/Banks/Clearing Member FII/Foreign Venture Capital /Foreign Portfolio Investment/ NRI/ OCB	2.54%	4,77,184
Public	39.08%	73,51,608
IEPF Account	0.20%	37,963
Bodies Corporate	2.06%	3,88,190
Total	**100%**	**1,88,13,547**

Shareholding Pattern as on March 31, 2026



7. **Dematerialization of shares and liquidity**

The equity shares of the Company are listed and traded in dematerialized form under ISIN: **INE127B01011**. The Company has connectivity with both the depositories, namely, **National Securities Depository Limited (NSDL)** and **Central Depository Services (India) Limited (CDSL)**. Members holding shares in physical form are encouraged to dematerialize their holdings to avail the benefits of holding securities in electronic form and to facilitate processing of investor service requests in accordance with the applicable SEBI regulations and circulars, as amended from time to time.

The details of the equity shares of the Company dematerialized as of March 31, 2026, are given hereunder:

Particulars	As on March 31, 2026	
	No. of Shares	% age
No. of Shares dematerialized		
-NSDL	1,55,58,959	82.70%
-CDSL	32,09,628	17.06%
No. of shares in physical form	44,960	0.24%
Total	**1,88,13,547**	**100.00**

***Note:** The equity shares of the Company are liquid and frequently traded on the stock exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

8. **Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity**

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments; hence this section is not applicable to the Company.

9. **Activities relating to Commodity Price Risk or Foreign Exchange Risk etc.**

The details of Activities relating to Commodity Price Risk or Foreign Exchange Risk etc. are provided under MDA report forming part of the Annual Report for the financial year under review.

10. **Plant Locations**

The Company's manufacturing facilities are located at the following locations:

S. No.	Plant Address
1.	A-589, Industrial Complex, Bhiwadi, District Alwar, Rajasthan - 301019
2.	SP-146(A), Industrial Complex, Bhiwadi, District Alwar, Rajasthan - 301019
3.	Plot No. 24, 25 and 26, Sector 7, IMT Manesar, Gurgaon, Haryana - 122050

11. **Disclosures with respect to Unpaid/Unclaimed Dividend and Shares**

Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), dividend amounts remaining unpaid or unclaimed for a period of seven consecutive years from the date of transfer to the Unpaid Dividend Account of the Company are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Further, shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more are also liable to be transferred to the Demat Account of the IEPF Authority in accordance with the aforesaid provisions.

The Company has been sending individual communications to the concerned shareholders and publishing notices in newspapers from time to time. The details of unclaimed dividends and the shareholders whose shares are liable to be transferred to the IEPF Authority are also made available on the website of the Company for the benefit of the shareholders.

During the financial year under review, the Company transferred the unclaimed dividend amounts which were due for transfer to the IEPF. Further, the corresponding shares in respect of which dividend remained unclaimed for seven consecutive years, or more were also transferred to the Demat Account of the IEPF Authority.

The details of the unclaimed dividend transferred to the IEPF during the financial year under review are provided below:

Type of Dividend	Date of transfer of amount to unpaid dividend account of the company	Date of transfer to IEPF	Amount transferred to IEPF
FY 2017-18 Final dividend	05/11/2018	04/11/2025	82,010
FY- 2018-19 Interim dividend	10/03/2019	09/03/2026	55,263

The details of Shares transferred to IEPF during the financial year under review and upto the date of approval of Board Report are as follows:

Financial Year	Date of Transfer of Shares to IEPF	No of Shares transferred
2017-2018	15/01/2026	810
2018-2019	06/04/2026	801

No claim shall lie against the Company/RTA in respect of the dividend/ shares so transferred. The members who have a claim on the above dividends and shares may claim the same from IEPF Authority by submitting an application in the prescribed Forms.

During the financial year under review, pursuant to SEBI LODR, details relating to shares in the Demat Account of IEPF Authority or Unclaimed or Suspense Account, as applicable are given below:

S. No.	Particulars	Status
1	Aggregate number of shareholders and the outstanding shares in the IEPF Account lying at the beginning of the year (i.e. April 01, 2025)	No. of shareholders: 63 No. of shares: 36,938
2	Number of shareholders who approached listed entity for transfer of shares from IEPF Account during the year	Nil
3	Number of shareholders to whom shares were transferred from IEPF Account during the year	Nil
4	Aggregate number of shareholders and the outstanding shares in the IEPF Account lying at the end of the year (i.e. March 31, 2026)	No. of shareholders: 64 No. of shares: 37,963
5	Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Voting Rights frozen

12. The Company has neither issued any debt instrument and not taken any fixed deposit or any scheme or proposal involving mobilization of funds, whether in India or abroad. However, the Company has obtained ratings for the banking facilities of the Company from CRISIL Ratings Limited as below.

Credit ratings obtained along with revisions thereto during the financial year under review and upto the date of approval of Board Report are as follows:

Rating Agency	Credit Rating Date	Credit Rating	
		Short-Term	Long-Term
CRISIL Ratings Limited	May 09, 2025	CRISIL A-/Stable	CRISIL A-/Stable
CRISIL Ratings Limited	June 29, 2026	CRISIL A-/Stable	CRISIL A-/Stable

13. Address for correspondence

A. Transfer/ dematerialization of shares and any other queries relating to Shares : **M/s. MAS Services Limited**
(Registrar & Transfer Agent)
T-34, 2nd Floor, Okhla Industrial Area
Phase -II, New Delhi - 110020
Ph.: 011 - 26387281, 82, 83
Fax: 011 - 26387384
Web site: www.masserv.com
Email: investor@masserv.com
sm@masserv.com

B. Queries related to Payment of dividend on Shares, Annual Report, and others : **Mr. Naveen Jain**
Company Secretary and Compliance Officer
14th Floor, Tower-B, Unitech's Millennium Plaza, Sushant Lok-1, Sector – 27,
Gurugram, Haryana - 122002
Tel No: (0124) - 4715100
Email : secretarial@thehitechgears.com

14. Code of conduct for the Board Members and Senior Management Personnel

The Board of Directors has approved a Code of Conduct for Board Members and Senior Management Personnel of the Company. This code is also available on the website of the Company at https://www.thehitechgears.com/codespolicies.php Concerning the Managing Director and CEO regarding compliance with the Code of Conduct by all the Directors and Senior Management Personnel in terms of Regulation 26 of SEBI LODR, is given along with this Report.

15. CEO/CFO Certification

In terms of Regulation 17(8) read with Part B of Schedule II of the SEBI LODR, the certification by the CEO and CFO on the financial statements and internal controls relating to financial reporting has been obtained, and placed before the Board, in their meeting held on May 29, 2026. A copy of the same certificate is given along with this Report.

16. Compliance Certificate

The Company has obtained the compliance certificate from Practicing Company Secretary with regard to the compliances of the provisions relating corporate governance requirements specified Regulations 17 to 27, Regulation 46(2)(b) to (i) and (t) and paragraphs C, D and E of Schedule V of SEBI LODR as amended from time to time. This certificate is annexed to this Report.

17. Insider Trading Code

The Company has formulated a code of conduct for prevention of Insider Trading pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 to prevent practices of Insider trading. Mr. Naveen Jain, Company Secretary, has been designated as Compliance Officer for this purpose. The Designated Persons of the Company have affirmed compliance with the Insider Trading Code.

18. Legal Compliance

There were no cases of non-compliance by the Company, and no material penalties have been imposed on or proposed against the Company by the stock exchange (s) and/or SEBI and/or any other statutory authorities on matters relating to capital market. The Company has complied with the provisions of relevant Acts, Rules and Regulations framed thereunder during the financial year under review.

19. Disclosure with respect to demat suspense account/unclaimed suspense account

SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as amended from time to time, mandated listed entities to issue securities in dematerialized form only while processing investor service requests. Further, SEBI, vide its communication bearing reference no. SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated December 30, 2022, prescribed guidelines with respect to the procedural aspects of the Suspense Escrow Demat Account for credit of securities relating to Letter of Confirmation cases.

The Company has complied with the aforesaid SEBI requirements within the prescribed timelines and, in line with the applicable regulatory requirements, renamed its "Unclaimed Suspense Escrow Account" as "Suspense Escrow Demat Account".

20. Disclosure of certain types of agreement binding listed entities.

No agreement has been entered into by the Company during the financial year under review, which is of nature as stipulated in Regulation 30 read with Clause 5A of paragraph A of Part A of Schedule III of SEBI LODR and other applicable regulations thereof.

XV. Other Disclosures:

A. Duly updated Related Party Transaction Policy is hosted on the website of the Company and can be accessed at https://www.thehitechgears.com/codespolicies.php. Also, there were no transactions of a material nature during the financial year under review with the Promoters, the Directors or the Management or relatives that may have any potential conflict with the interest of the Company at large. Transactions with related parties as per the requirements of Ind AS 108 are disclosed in Note No. 36 of the Standalone Financial Statements and Note No. 37 of the Consolidated Financial Statements forming part of the Financial Statements.

B. There has been neither any non-compliance of any legal provision of applicable laws, nor any penalty or stricture imposed by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other authorities, on any matters related to capital markets, during the last three (3) years.

C. As per the requirement of the Act and SEBI LODR, as amended from time to time, the Company has established vigil mechanism to enable directors and employees to report concerns about unethical behaviors, actual or suspected fraud or violation of the Company's code of conduct or ethical policy. The whistle blowers may lodge their complaints/concern with the Chairman of the Audit Committee, whose contact details are provided in the Whistle Blower Policy of the Company, and all employees have access to the Chairman of the Audit Committee.

The policy offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings. The Whistle Blower Policy is also available on the website at https://www.thehitechgears.com/codespolicies.php

D. The Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed under the SEBI LODR, as amended from time to time, to the extent applicable to the Company. The certificate regarding compliance with the conditions of Corporate Governance received from Practicing Company Secretary is also annexed to this Report.

E. As on March 31, 2026, the Company had Seven (7) Wholly owned Subsidiaries consisting of three (3) wholly owned subsidiaries viz., 2545887 Ontario Inc., Neo-Tech Smart Solutions Inc. & Neo-Tech Auto Systemz Inc., and four (4) Wholly owned step-down subsidiaries viz., The Hi-Tech Gears Canada Inc., Teutech Holdings Co., Teutech Leasing Co. and Teutech LLC.

*Details of which are provided under the head of **"Details of Subsidiary/Joint Ventures/Associate Companies"** of the Board Report.*

F. Details of the Material Subsidiaries of the Listed Entity as on March 31, 2026, as per the terms of the provisions of SEBI LODR, including the date and place of incorporation and the Name and date of Appointment of Statutory Auditors of such Subsidiaries are given as hereunder:

Sr No.	Name of Material Subsidiaries	Date & place of incorporation	Name of Statutory Auditor & date of appointment*
1.	2545887 Ontario Inc	Nov. 14, 2016, Ontario, Canada	RLB LLP Chartered Professional Accountants, Guelph, Ontario (May 27, 2022)
2.	The Hi-Tech Gears Canada Inc. (Formerly known as Teutech Industries Inc)	Oct. 03, 1991, Ontario, Canada	RLB LLP Chartered Professional Accountants, Guelph, Ontario (May 27, 2022)

***Note:**

1. *As per the statutory mandate under the law of the Country viz, USA & Canada wherein the Companies are incorporated and registered, the above-mentioned material subsidiaries are not required to appoint the Statutory Auditors therefore, the same is not applicable (NA). However, RLB, Chartered Professional Accountants (Licensed Public Accountants) are appointed as the Auditors of the above subsidiaries to certify the Accounts and Financials thereof.*
2. *For further details refer to Form AOC-1 (as Annexure-I) forming part of the Board's report and Consolidated Financial Statements.*

The Company has framed the policy for determining "Material Subsidiaries" in order to align with the provisions of the SEBI LODR and other applicable Laws. The said policy as amended from time to time has been placed on the website of the Company at https://www.thehitechgears.com/codespolicies.php

G. The Company has framed the policy for "dealing with related party transactions" in order to align with the provisions of SEBI LODR and other applicable Laws. The said policy as amended from time to time has been placed on the website of the Company at https://www.thehitechgears.com/codespolicies.php

H. The Company has framed the policy for "Criteria for Determining Materiality of Events" in order to align with the provisions of SEBI LODR and other applicable Laws. The said policy as amended from time to time has been placed on the website of the Company at https://www.thehitechgears.com/investors.php

I. The Company has framed the framed Code of Conduct to "To Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives" in order to align with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable Laws. The said policy as amended from time to time has been placed on the website of the Company at https://www.thehitechgears.com/codespolicies.php

J. Since the difference of foreign currency receipts & payment is not substantial, the Company does not hedge its foreign exchange receivables/payables/loans as risk is partially covered with natural hedge. However, the Company has hedged Fx Risks recently on purchase of Capital equipments.

K. During the financial year under review, the Company has not raised any funds through preferential allotment or qualified institutions placements as specified under regulation 32 (7A) of SEBI LODR.

L. Certification from Practicing Company Secretary

In accordance with the amended provisions of the SEBI LODR, the Company has received a certificate from M/s. PG & Associates, (Company Secretaries), to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.

M. The details of all remuneration including fees etc. paid to the statutory auditors of the Company during the financial year under review by the Company to such auditors are given below:

S. No.	Particulars	Amount (in Rs. Million)
1	Audit fees	1.70
2	Reimbursement of expenses	0.00
3	Certification fees	0.00
4	Other services	0.30
	Total	**2.00**

Above figures pertain to Standalone Financial Statements.

N. As per the requirement of the Act and SEBI LODR, as amended from time to time, the disclosure as required under provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is duly provided in the Board's Report of the Company. The Company has devised a policy namely, "**Policy on Prevention and Redressal of Sexual Harassment of Women at Workplace"** which is available at the website of the Company at https://www.thehitechgears.com/codespolicies.php

Pursuant to the amended SEBI LODR, details of complaints received, disposed-off and pending in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 **– *Refer Board Report***.

O. **Disclosure by the Company and its subsidiaries of loans and advances in the nature of loans to firms/companies in which Directors are interested:**

The Company has not extended any loans and advances to companies in which directors are interested as per the provisions of Section 186 of the Act, during the Financial Year 2025-26.

However, as on March 31, 2026, the outstanding balance of loan advanced to one of the subsidiaries viz, 2545887 Ontario Inc. stood at Rs. 80.18 million (which was given in financial year 2021-22) and the details are also mentioned in Note No. 9 (Loan to Related Party-Subsidiary) of the Standalone Financial Statements for the Financial Year 2025-26.

Further, Mr. Pranav Kapuria, Mr. Anuj Kapuria and Mr. Deval Mahadev Desai are the common directors in the aforementioned subsidiary.

P. During the financial year under review, the Company has duly complied with all the requirements related to the Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI LODR, as amended from time to time.

XVI. **During the financial year under review, the following Discretionary Requirements as specified in Part E of Schedule II of SEBI LODR, as amended from time to time, have been adopted by the Company:**

Shareholder Rights: Annual financial performance including summary of significant events of the Company is sent to all the Members whose e-mail IDs are registered with the Company/ Depositories. The results are also available on the Company's website at https://thehitechgears.com/quarterlyresult.php

Modified opinion in Audit Report: During the year under review, there was no modified audit opinion in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinions in its financial statements.

Reporting of Internal Auditor: The Internal Auditor reports issued by the internal auditor of the Company placed directly before Audit Committee, to ensure independence of the Internal Audit function.

By Order of the Board
For The Hi -Tech Gears Limited

Sd/-

Place: New Delhi — **Deep Kapuria**
Dated: August 06, 2026 — **Chairman**

CERTIFICATION BY CEO AND CFO

The Board of Directors
The Hi-Tech Gears Limited
Plot No. 24, 25, 26, Sector-7, IMT Manesar
Gurgaon, Haryana-122050

Ref: Certification by CEO and CFO for Financial Year 2025-26

a. We, the undersigned in our respective capacities, certify to the Board that we have reviewed the financial statements and the cash flow statement for the financial year 2025-26 and that to the best of our knowledge and belief:

   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit committee, wherever applicable, the following:

   i. significant changes in internal control over financial reporting during the year;

   ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For The Hi-Tech Gears Limited

Sd/-	**Sd/-**
Pranav Kapuria	**Vijay Mathur**
Chief Executive Officer	**Whole Time Director &**
	Chief Financial Officer

Place: New Delhi
Date: 29-05-2026

COMPLIANCE WITH CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Board of Directors
The Hi-Tech Gears Limited
Plot No. 24,25,26, Sector-7,
IMT Manesar, Gurgaon
Haryana-122050

I, Pranav Kapuria, Chief Executive Officer of the Company, hereby certify that the Board of Directors and the Senior Management Personnel have affirmed compliance with the code of conduct for Board of Directors and Sr. Management Personnel for the financial year 2025-26.

For The Hi-Tech Gears Limited

Sd/-
Pranav Kapuria
(Chief Executive Officer)

Place: New Delhi
Date: 29-05-2026

CERTIFICATE ON CORPORATE GOVERNANCE COMPLIANCE

To,
The Members
The Hi-Tech Gears Limited
Plot No. 24, 25, 26, Sector-7
IMT Manesar, Gurugram, Haryana- 122050

We have examined the compliance of conditions of corporate governance by **The Hi-Tech Gears Limited** (“the Company”) as stipulated under Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for the financial year ended March 31, 2026.

Management’s Responsibility:

The compliance of the conditions of corporate governance is the responsibility of the Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

Auditors’ Responsibility:

Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance with conditions of the Corporate Governance. This is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations for the year ended on March 31, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use:

The certificate is addressed and provided to the Members of the Company solely for the purpose to enable the Company to comply with the requirements of the SEBI Listing Regulations and it should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For PG & ASSOCIATES
(Company Secretaries)
Unique Code No.: S2004DE73600

Sd/-
CS PREETI GROVER
(Proprietor)
FCS: 5862,
CP No.: 6065
Peer Review No.: 6917/2025
UDIN: F005862H000412246

Place: New Delhi
Date: 20.05.2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
The Hi-Tech Gears Limited
Plot No. 24, 25, 26, Sector-7
IMT Manesar, Gurugram, Haryana- 122050

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The Hi-Tech Gears Limited having CIN L29130HR1986PLC081555 and having registered office at Plot No. 24, 25, 26, Sector-7 IMT Manesar, Gurugram, Haryana- 122050 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Shri Deep Kapuria	00006185	23/10/1986
2.	Shri Anuj Kapuria	00006366	30/05/2005
3.	Shri Rajiv Batra	00082866	02/11/2021
4.	Shri Pranav Kapuria	00006195	25/05/2000
5.	Shri Anant Jaivant Talaulicar	00031051	21/05/2018
6.	Shri Bidadi Anjani Kumar	00022417	03/11/2015
7.	Shri Vijay Mathur	00006455	24/07/2025
8.	Shri Ramakrishnan Ramanathan	03394401	24/07/2025
9.	Shri Vishal Seth	05136478	25/04/2025
10.	Ms. Suchitra Rajendra	07962214	11/02/2025
11.	Shri Arjun Juneja	00704349	06/08/2024
12.	Shri Vikram Rupchand Jaisinghani	00286606	06/08/2024
13.	Shri Deval Mahadev Desai	07539095	06/08/2024
14.	Shri Kawal Jain	00910924	26/10/2023
15.	Shri Girish Narang#	09518880	06/08/2024
16.	Shri Sameer Gupta##	00513925	06/08/2024

 # Resigned w.e.f. closing hours of April 24, 2025.

Resigned w.e.f. closing hours of June 20, 2025.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For PG & ASSOCIATES
(Company Secretaries)
Unique Code No.: S2004DE73600

Sd/-
CS PREETI GROVER
(Proprietor)
FCS: 5862,
CP No.: 6065
Peer Review No.: 6917/2025
UDIN: F005862H000412171

Place: New Delhi
Date: 20.05.2026

SHAREHOLDERS' INFORMATION

Corporate Identification Number: L29130HR1986PLC081555 **PAN:** AAACH0156K

Registered Office

Plot No. 24, 25, 26, Sector-7, IMT Manesar,
Gurgaon, Haryana-122050, India
Tel No: (0124) – 4715200,
Website: www.thehitechgears.com

Corporate Office

14th Floor, Unitech's Millennium Plaza, Tower-B,
Sushant Lok-I, Sector-27, Gurgaon, Haryana-122002, India
Tel No: (0124) – 4715100, Fax No: (0124) – 2806085,
Email: secretarial@thehitechgears.com

Listing

The shares of the Company are listed on the following Stock Exchanges: -

Stock Exchange	Stock/Scrip Code
National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051	**HITECHGEAR**
BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001	**522073**

Interim Dividend for the year 2025-26

No Interim Dividend has been declared/paid by the Board for the financial year 2025-26

40th Annual General Meeting

Sr. No.	Particulars	Details
1	Date and time	Tuesday, the 22nd Day of September 2026 at 05:00 P.M.
2	Venue	Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurgaon, Haryana-122050
3	Book Closure Dates	N.A.
4	Cut-off date for e-voting	September 15, 2026
5	Record Date	September 15, 2026
6	e-Voting	The voting period begins on September 19, 2026 (9:00 A.M.) and ends on September 21, 2026 (5:00 P.M.)

Final Dividend

The Board of Directors, in their meeting held on May 29, 2026, recommended Final Dividend of 40% i.e. ₹ 4.00/- (Rupees Four Only) per equity share having face value of ₹ 10/- (Rupees Ten only) each on the paid-up Share Capital of the Company.

Dividend Payment Date

The management will organize the necessary documentation and manage the Schedule for payment of the final dividend, if approved by the shareholders. The estimated period of disbursement is the 3rd/4th week of October 2026.

Depository System

In view of the numerous advantages offered by the depository system, the members are requested to avail the facilities of dematerialization of the Company's shares on either of the depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Registrar and Share Transfer Agent

M/s. MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area,
Phase –II, New Delhi – 110020
Ph.: 011 – 26387281, 82, 83
Fax: 011 – 26387384
Web site: www.masserv.com
Email: info@masserv.com; sm@masserv.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE HI-TECH GEARS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **THE HI-TECH GEARS LIMITED ("the Company")**, which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	Auditor's Response
1. Inventories	
Existence, Valuation of inventory and significant judgments, estimates relating to provision for obsolescence of slow and non-moving inventory Inventories aggregate to Rs. 1,002.82 Mn as at March 31, 2026. Inventory comprises of raw material including work in progress, finished goods and stores and spares. We have identified the inventories as key audit matter because it is material to the financial statements. Refer note 12 to the Standalone Ind AS financial statements.	• We read and understood the Company's accounting policy for inventory valuation. Obtained understanding of the management's process of inventory valuation and inventory physical verification performed at year end. • Observed the physical stock count process on a sample basis for selected locations by attending the physical stock-taking exercise conducted by management; further, we physically verified items on test check basis. • We obtained understanding of the inventory valuation process, and the assumptions used by the management in the process of calculation of inventory provision. We have tested management review controls and operating effectiveness of controls related to purchase, sales and Inventory verification. • The Company has a policy for write-down of inventories to net realizable value on account of obsolescence and slow -moving inventory which is recognized on a case-to-case basis based on the management's assessment. Write-down of inventories to net realizable value is subjective owing to the nature of inventories and is dependent on significant judgments around probability of decrease in the realizable value. • We tested the basis of computation of net realizable value including arithmetical accuracy, validity of the data used and provision for slow or non-moving inventory and obsolescence at the reporting date is appropriate, by assessing the methodology and assumptions adopted by management supported by analysis of historical data. • We performed cut off testing for purchase and sales transactions made near the reporting date to assess whether transactions are recorded in the correct period by testing appropriate records. • Ensured that the closing Inventory valuation is in line with the Stock and Debtors statement furnished to the lenders for security purpose is reconciled with books of account on quarterly basis.
2. Contingent liabilities	
There are legal and tax cases against the Company which have been identified as a. key audit matter due to the uncertainties involved in these tax and legal claims and significant judgement is required. Refer to the note no.38 "Contingent liabilities" to the notes to the standalone financial statements.	Audit procedures in respect of this area: • We gained an understanding of the process of identification of legal and tax cases and evaluated the design and implementation of controls in respect of these contingent liabilities. • For legal and tax matters, our procedures included testing key controls surrounding litigation and tax procedures; discussing matters with the Company's litigation and tax teams; and assessing management's conclusions through understanding precedents set in similar cases. • Validated the completeness and appropriateness of the related disclosures with regard to the facts and circumstances of the legal and tax matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion & Analysis Report and Board's Report, including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon. The Management Discussion & Analysis Report and Board's Report, including Annexures to Board's Report, is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of auditors' report, we conclude that there is a material misstatement of this information, we are required to report that fact. We have nothing to report in this regard.

When we read the Management Discussion & Analysis Report and Boards Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's and Those Charged with Governance's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India , including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements/financial information of the branch to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the components which have been audited by us. For the branches included in the standalone financial statements, which have been audited by branch auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from the Branch not visited by us.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure **B**".

   g) With respect to the other matters to be included in the Auditor' s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 38 to the Standalone Financial Statements;

      ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 44 to the Standalone Financial Statements.

      iii) There has been no delay in transferring amount, required to be Transferred, to the Investor Education and Protection Fund by the Company

      iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

      b) The management has represented, that, to the best of its knowledge and belief ,no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

      c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

      v) a) The final dividend proposed in the previous year, declared and paid by the company during the year is in accordance with section 123 of the Act, as applicable.

      b) As stated in note 39 to the standalone Financial Statements, the Board of Directors of the company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

      vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

      As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2026.

3 With respect to the matter to be included in the Auditors' Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

FOR YAPL & CO.
CHARTERED ACCOUNTANTS
FRN. 017800N

(CA SAKSHI GARG)
PARTNER
M.NO. 553997
UDIN : 26553997ELQVIA7580

PLACE : Ludhiana
DATED : 29.05.2026

Annexure 'A' To the Independent Auditors' Report

In our opinion, and in so far as we have been able to ascertain from the records produced, Information furnished and the explanations given to us by the Company.

(i) (a) (A) The company has maintained the proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The company has maintained the proper records showing full particulars of Intangible assets .

(b) The Company has a regular programme of verification of Property, Plant and Equipment. All the Property, Plant and Equipment except furniture and fixtures and office equipments have been physically verified by the management during the year, which in our opinion is reasonable having regard to size of the Company and nature of Property, Plant and Equipment. No material discrepancies were noticed on such verification

(c) According to the information & explanation given to us, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company.

(d) According to the information & explanation given to us, the company has not revalued any Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information & explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

(ii) (a) According to information and explanation given to us inventories have been physically verified by the management during the year except for stock-in-transit. In our opinion, the coverage and procedures of such verification is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed.

(b) According to the information and explanation given to us, the statement filed by the company with bank or financial Institutions in respect of working capital limits in excess of five crores in aggregate on the basis of security of current assets are in agreement with the books of account of the Company.

(iii) (a) (A) According to the information & explanation given to us, the company has not provided advance in the nature of loan, stood guarantee, provided security to its subsidiaries, the company does not have any joint ventures or associates. The company has provided unsecured loan of Rs. 78.34 million during earlier year i.e. to one of its wholly owned subsidiary companies. The year-end balance of such loan is Rs. 70.06 million.

(B) The company has not provided loan, advance in the nature of loan, stood guarantee, provided security to parties other than subsidiaries, joint ventures and associate

(b) According to the information & explanation given to us, the company has not provided any guarantee or given any security, the term and condition of the investments made and grant of unsecured loans are not prejudicial to the company interest.

(c) According to the information & explanation given to us, repayment of principal and payment of interest shall be payable on demand but not earlier than five years of initial disbursement.

(d) According to the information & explanation given to us, there is no overdue amount, in respect of grant of loan.

(e) According to the information & explanation given to us, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) According to the information & explanation given to us, the company has granted unsecured loans repayable on demand to one of its wholly owned subsidiary amounting to Rs.78.34 million which is 100% of the total loan granted.

(iv) According to the information & explanation given to us, the company has compiled with provisions of sections 185 and 186 of the Companies Act with respect of loans, investments, guarantees, and security.

(v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act and are of the opinion that, prima facie, the prescribed accounts and record have been made and maintained. However, we have not made a detailed examination of the records.

(vii) (a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities wherever applicable to.According to the information and explanation given to us, no undisputed amount payable in respect of statutory dues as including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues on March 31, 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute other than those mentioned here under:

Name of the Statue	Nature of Dues	Period to which the amount relates	Amount (₹ In Mn)	Forum Where Dispute is Pending
Income Tax Act, 1961	Income Tax	A.Y 2019-20	2.66	Deputy Commissioner of Income Tax, New Delhi
Finance Act, 1994	Service Tax	June 2016	0.10	Deputy Commissioner (Appeals) Estate GST Alwar Rajasthan

(viii) According to the information and explanation given to us, the company has not surrendered or disclosed any income during the year in its tax assessments under the Income Tax Act, 1961 (43 of 1961), which has not been recorded in the books of accounts. Accordingly, paragraph 3(viii) of the order is not applicable to the company.

(ix) (a) Based on our audit procedures and according to the information and explanations given by the management, the Company has not defaulted in repayment of loan or other borrowings or payment of interest thereon to any lender.

(b) According to the information and explanations given to us, the Company is not a declared wilful defaulter by any bank or financial institution or other lender. Accordingly, paragraph 3(ix)(b) of the Order is not applicable to the Company.

(c) According to the information and explanation given to us, the company has applied term loans for the purpose for which the loans were obtained.

(d) According to the information and explanation given to us, the fund raised on short term basis were not utilized for Long Term purposes.

(e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries, the company does not have any Joint Venture or associate.

(f) According to the information and explanation given to us, the company has not raised any loan during the year on pledge of securities held in its subsidiaries. The company does not have Joint Venture or associate.

(x) (a) The company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the order is not applicable to the company.

(b) The company did not make any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x)(b) of the order is not applicable to the company,

(xi) (a) According to the information and explanation given to us, no fraud by the company or no fraud on the company has been noticed or reported during the course of our audit.

(b) No report u/s 143 (12) of the Companies Act, 2013 filed by the auditor in form ADT-4 as prescribed under rule 13 of the companies (Audit and Auditor) rules, 2014 with Central Government.

(c) According to the information and explanation given to us, the company has not received any compliant from the whistle-blower.

(xii) In our opinion and according to information and explanation given to us, the company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the order is not applicable to the company.

(xiii) According to the information and explanation given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;

(xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit report for the period under audit.

(xv) According to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).

(b) According to the information and explanation given to us, the company has not conducted Non-Banking Financial or Housing Finance activities.

(c) According to the information and explanation given to us, the company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) According to the information and explanation given to us, the company is not Core Investment Company (CIC), Accordingly, paragraph 3 (xvi)(d) of the order is not applicable to the company.

(xvii) According to the information and explanation given to us, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the Statutory auditor during the year. Accordingly, paragraph 3 (xviii) of the order is not applicable to the company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) (a) Based on our audit procedures and according to the information and explanations given to us, in respect of other than ongoing projects, the Company having spent the required amount, there is no amount pending to be transferred to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.

(b) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to transfer unspent amount under sub-section (5) of section 135 of the Companies Act, pursuant to ongoing project to special account in compliance with provision of sub-section (6) of section 135. Accordingly, paragraph 3(xx)(b) of the Order is not applicable to the Company

FOR YAPL & CO.
CHARTERED ACCOUNTANTS
FRN. 017800N

(CA SAKSHI GARG)
PARTNER
M.NO. 553997
UDIN : 26553997ELQVIA7580

PLACE : Ludhiana
DATED : 29.05.2026

Annexure 'B' To the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of the Company)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Hi-Tech Gears Limited** ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR YAPL & CO.
CHARTERED ACCOUNTANTS
FRN. 017800N

(CA SAKSHI GARG)
PARTNER
M.NO. 553997
UDIN : 26553997ELQVIA7580

PLACE : Ludhiana
DATED : 29.05.2026

The Hi-Tech Gears Limited

Standalone balance sheet as at 31 March 2026

(₹ in Mn)

	Note	31 March 2026	31 March 2025
Assets			
Non-current assets			
Property, plant and equipment	6	1,714.94	1,762.09
Capital work-in-progress	6	35.85	7.27
Right-of-use assets	7	518.85	558.45
Intangible assets	7 A	2.23	7.21
Financial assets			
Investments	8	1,552.25	1,549.50
Loans	9 A	83.70	71.47
Other financial assets	10 A	58.04	59.33
Deferred tax assets (net)	21	17.48	2.48
Other non-current assets	11 A	56.87	57.12
Total non-current assets		**4,040.21**	**4,074.92**
Current assets			
Inventories	12	1,002.82	929.48
Financial assets			
Trade receivables	13	1,358.01	1,161.93
Cash and cash equivalents	14	2.78	64.44
Other bank balances	15	288.23	243.06
Loans	9 B	4.94	3.34
Other financial assets	10 B	3.62	6.89
Current tax assets (net)	16	19.44	10.46
Other current assets	11 B	192.13	209.27
Total current assets		**2,871.97**	**2,628.87**
Total assets		**6,912.18**	**6,703.79**
Equity and liabilities			
Equity			
Equity share capital	17	188.13	187.93
Other equity	18	4,773.73	4,518.01
Total equity		**4,961.86**	**4,705.94**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19 A	0.00	80.00
Lease liabilities	19 A(i)	487.66	478.90
Provisions	20 A	38.55	37.26
Other non-current liabilities	22 A	7.60	8.06
Total non-current liabilities		**533.81**	**604.22**
Current liabilities			
Financial liabilities			
Borrowings	19 B	450.94	473.92
Lease liabilities	19 B(i)	34.48	74.82
Trade payables	23		
- total outstanding dues of micro enterprises and small enterprises		77.53	70.52
- total outstanding dues of creditors other than micro enterprises and small enterprises		661.76	546.81
Other financial liabilities	24	141.73	139.21
Other current liabilities	22 B	34.79	66.90
Provisions	20 B	15.28	21.45
Total current liabilities		**1,416.51**	**1,393.63**
Total equity and liabilities		**6,912.18**	**6,703.79**

Summary of material accounting policies and accompanying notes form an integral part of these financial statements.
This is the balance sheet referred to in our report of even date.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
The Hi-Tech Gears Limited

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997ELQVIA7580

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Place: Ludhiana
Date: May 29, 2026

Vijay Mathur
Chief Financial Officer
Place: New Delhi

Naveen Jain
Company Secretary
Place: New Delhi

The Hi-Tech Gears Limited

Standalone statement of profit and loss for the year ended 31 March 2026

(₹ in Mn)

	Note	31 March 2026	31 March 2025
Revenue			
Revenue from operations	25	6,667.67	6,576.09
Other income	26	138.45	120.03
Total Income		**6,806.12**	**6,696.12**
Expenses			
Cost of materials consumed	27	3,409.61	3,316.51
Purchase of stock-in-trade	28	73.73	156.36
Changes in inventories of finished goods and work-in-progress	29	(6.65)	(64.88)
Employee benefits expenses	30	1,070.09	948.30
Finance costs	31	78.38	118.71
Depreciation and amortisation expense	6, 7 & 7A	353.66	327.71
Other expenses	32	1,381.35	1,257.72
Total Expenses		**6,360.17**	**6,060.43**
Profit before tax		**445.95**	**635.69**
Tax expense			
Current tax	33	130.88	170.98
Deferred tax charged/(credit)	21	(14.99)	(8.66)
Earlier years tax adjustments (net)		(0.48)	(0.41)
Profit for the year		**330.54**	**473.78**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gain on defined benefit plans		17.46	0.97
Equity Instruments through Other Comprehensive Income		0.44	(116.17)
Income tax relating to items that will not be reclassified to profit and loss		(4.46)	21.39
Items that will be reclassified to profit or loss			
Effective portion of gain/ (loss) on fair value hedge		-	2.08
Income tax relating to items that will be reclassified to profit and loss		-	(19.47)
Other comprehensive income net of tax		**13.44**	**(111.20)**
Total comprehensive income for the year		**343.98**	**362.58**
Earnings per equity share (₹ 10 per share)	34		
Basic (₹)		17.59	25.23
Diluted (₹)		17.57	25.19

Summary of material accounting policies and accompanying notes form an integral part of these financial statements.
This is the statement of profit or loss referred to in our report of even date.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
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(Partner)
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Place: Ludhiana
Date: May 29, 2026

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Naveen Jain
Company Secretary
Place: New Delhi

The Hi-Tech Gears Limited

Standalone statement of changes in equity for the year ended 31 March 2026

A Equity share capital* **(₹ in Mn)**

Particulars	Opening balance as at 1 April 2024	Changes during the year	Balance as at 31 March 2025	Changes during the year	Balance as at 31 March 2026
Equity share capital	187.78	0.15	187.93	0.20	188.13

B Other equity** **(₹ in Mn)**

Particulars	Reserves and surplus					Other Comprehensive Income		
	General reserve	Security Premium	Retained earnings	Prior period error	Stock Options Outstanding	Equity instrument through Other Comprehensive Income	Cash flow hedge reserve	Total
Balance as at 1 April 2024	**308.08**	**2.36**	**3,862.32**	**0.76**	**5.58**	**65.86**	**(2.08)**	**4,242.88**
Profit for the year	-	-	473.78	-	-	-	-	**473.78**
Other comprehensive income (net of tax impact)	-	-	(18.74)	-	-	(94.54)	2.08	**(111.20)**
Share option charge during the year		4.72	-	-	1.72	-	-	**6.44**
Dividend paid during the year including tax impact, refer note no. 39	-		(93.89)	-	-	-	-	**(93.89)**
Balance as at 31 March 2025	**308.08**	**7.08**	**4,223.47**	**0.76**	**7.30**	**(28.68)**	**(0.00)**	**4,518.01**
Profit for the year	-	-	330.54	-	-	-	-	**330.54**
Other comprehensive income (net of tax impact)	-	-	13.00	-	-	0.44	-	**13.44**
Share option charge during the year		6.65	-	-	(0.94)	-	-	**5.71**
Dividend paid during the year including tax impact, refer note no. 39	-		(93.97)	-	-	-	-	**(93.97)**
Balance as at 31 March 2026	**308.08**	**13.73**	**4,473.04**	**0.76**	**6.36**	**(28.24)**	**(0.00)**	**4,773.73**

**Refer note 17 for details*

***Refer note 18 for details*

Summary of material accounting policies and accompanying notes form an integral part of these financial statements.
This is the statement of change in equity referred to in our report of even date.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
The Hi-Tech Gears Limited

CA. Sakshi Garg
(Partner)
Membership No. 553997
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DIN 00006195
Place: New Delhi

Vijay Mathur
Chief Financial Officer
Place: New Delhi

Naveen Jain
Company Secretary
Place: New Delhi

Place: Ludhiana
Date: May 29, 2026

The Hi-Tech Gears Limited

Standalone cash flow statement for the period ended 31 March 2026

(₹ in Mn)

		31 March 2026	31 March 2025
A	**Cash flow from operating activities**		
	Profit before tax	445.95	635.69
	Adjustments for:		
	Depreciation and amortisation expense	353.66	327.71
	Impairment of Investment	-	-
	Gain on disposal of property, plant and equipment (net)	(1.47)	(6.93)
	Interest income classified as investing cash flows	(27.77)	(34.96)
	Income recognised on account of government assistance	(0.46)	(0.76)
	Employee compensastion	3.41	3.62
	Dividend income classified as investing cash flows	(0.03)	(0.03)
	Provisions written back	(0.06)	-
	Provision for doubtful debts	(6.05)	4.00
	Unrealised foreign exchange rate difference (net)	(41.40)	(4.53)
	Unrealised (gain)/loss on mark to market of forward contracts	-	2.08
	Finance cost	78.38	118.71
	Operating profit before working capital changes	**804.16**	**1,044.60**
	Movement in working capital		
	(Increase)/decrease in inventories	(73.34)	(75.61)
	(Increase)/decrease in other financial assets	3.10	17.25
	(Increase)/decrease in trade receivables	(167.14)	254.50
	(Increase)/decrease in other non-current assets	(0.20)	(0.44)
	(Increase)/decrease in other current assets	17.15	6.01
	Increase/(decrease) in other financial liability	2.59	(39.66)
	Increase/(decrease) in other current liability	(32.11)	14.01
	Increase/(decrease) in provision	18.68	(15.28)
	Increase/(decrease) in trade and other payables	124.20	(175.99)
	Cash flow from operating activities post working capital changes	**697.09**	**1,029.39**
	Income tax paid (net)	(143.85)	(151.76)
	Net cash flows from operating activities (A)	**553.24**	**877.63**
B	**Cash flows from investing activities**		
	Payments for property, plant and equipment and capital work-in-progress	(293.15)	(239.97)
	Proceeds from sale of property, plant and equipment	4.55	10.85
	Proceeds/(Payments) for of margin money and bank deposits	(43.98)	155.54
	Proceeds/(Repayment) of loans and advances	(3.70)	8.53
	Interest received	28.13	34.96
	Dividend received	0.03	0.03
	Net cash used in investing activities (B)	**(308.12)**	**(30.06)**
C	**Cash flows from financing activities***		
	Finance cost paid	(78.45)	(118.10)
	Proceeds from issue of equity share capital	0.20	0.15
	Proceeds from borrowings	0.00	0.00
	Repayment of borrowings	(102.98)	(605.20)
	Payment of lease liabilities	(31.58)	(26.29)
	Dividends paid (including tax)	(93.97)	(93.89)
	Net cash (used)/flow from financing activities (C)	**(306.78)**	**(843.33)**
	Net increase (decrease) in cash and cash equivalents (A+B+C)	(61.66)	4.24
	Cash and cash equivalents at the beginning of the year	64.44	60.20
	Cash and cash equivalents at the end of the year	**2.78**	**64.44**

**Refer note 19 for reconciliation of liabilities arising from financing activities*

This is the Cash Flow Statement referred to in our report of even date.

Note: The above cash flow statement has been prepared under the "Indirect method" as set out in Indian Accounting Standard (IND AS -7) statement of cash flow.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
The Hi-Tech Gears Limited

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997ELQVIA7580

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Place: Ludhiana
Date: May 29, 2026

Vijay Mathur
Chief Financial Officer
Place: New Delhi

Naveen Jain
Company Secretary
Place: New Delhi

Notes to the Standalone financial statements for the year ended 31 March 2026

1. Corporate Information

The Hi -Tech Gears Limited ("the Company") is a Company domiciled in India and limited by shares (CIN: L29130HR1986PLC081555). The shares of the Company are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Company's registered office is Plot no 24,25,26 Sector-7 IMT Manesar Gurgaon-122050, Haryana, India.

The Company is an auto component manufacturer (a Tier 1 supplier).

2. General information

These Standalone Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These financial statements are separate financial statements of the Company. The Company has also prepared consolidated financial statements for the year ended 31 March 2026 in accordance with Ind AS 110 and the same were also approved for issue by the Board of Directors on 29 May 2026.

3. Basis of Preparation of Standalone Financial Statement

3.1 Compliance with Ind AS

These Standalone Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013.

3.2 Basis of measurement/Use of Estimates

(i) The Standalone Financial Statements are prepared on going concern and accrual basis under the historical cost convention except certain financial assets, financial liabilities and defined benefits plans- plan assets that are measured at fair value. The methods used to measure fair values are given below:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefits (assets)/liability	Fair value of plan assets less present value of defined benefits obligations.

(ii) The preparation of Standalone Financial Statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the Standalone Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Major Estimates are discussed in note no. 5.18.

3.3 Functional and presentation currency

These Standalone Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Million (up to two decimals), except as stated otherwise.

4. New Standards/ Amendments and Other Changes adopted Effective 1 April 2025 or thereafter

The Ministry of Corporate Affairs ("MCA") notifies new accounting standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules from time to time.

a. **Ind AS 21 - The Effects of Changes in Foreign Exchange Rates**

In May 2025, Ind AS/ 21 Amendments – Currency Exchangeability Clarifies how to assess exchangeability and determine spot rates when currencies can't be exchanged, with disclosure of impacts on performance, position, and cash flows. The Company has evaluated the impact of the said amendment and concluded that it does not have any impact on its financial statements.

b. **Ind AS 1 - Presentation of Financial Statements**

In August 2025, the MCA notified amendments relating to the classification of liabilities as current or non-current, including guidance on non-current liabilities with covenants. The amendments clarify that the right to defer settlement must exist as at the reporting date and should be substantive. The Company has assessed the amendment and concluded that there is no impact on the classification of its current and non-current liabilities.

c. **Ind AS 7 - Statement of Cash Flows and Ind AS 107 - Financial Instruments: Disclosures**

The amendments introduce disclosure requirements for supplier finance arrangements, including details of the nature of such arrangements, carrying amounts of related liabilities, and payment terms. Additionally, such arrangements are considered in assessing concentration of liquidity risk. The Company has evaluated these amendments and determined that they do not have any impact on its financial statements.

d. **Ind AS 12 - Income Taxes – International Tax Reform: Pillar Two Model Rules**

The amendments introduce a temporary mandatory exception from the recognition of deferred taxes arising from the implementation of the Pillar Two Model Rules and require disclosure of its application. As the Company has not undertaken transactions of this nature, these amendments have no impact on its financial statements.

New Standards or amendments not yet adopted

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to Ind AS 1 – The amendments clarify that lender waivers obtained after the reporting date cannot be considered for the purpose of classifying liabilities as current or non-current and require retrospective application in accordance with Ind AS 8. These amendments are effective for reporting periods beginning on or after April 1, 2026. The Company does not expect any material impact on its financial statements.

5. Material accounting policies

A summary of the material accounting policies applied in the preparation of the Standalone Financial Statements are as given below. These accounting policies have been applied consistently to all periods presented in the Standalone Financial Statements.

5.1 Property, plant and equipment (PPE)

Recognition and initial measurement

Properties plant and equipment are stated at their cost of acquisition. Any trade discount and rebates are deducted in arriving at the purchase price. Property, plant and equipment purchased on deferred payment basis are recorded at equivalent cash price. The difference between the cash price equivalent and the amount payable is recognised as interest expense over the deferred payment period.

Spares having useful life of more than one year and having material value in each case, are capitalised under the respective heads as and when available for use.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on Buildings and Plant and Equipment is charged on pro-rata basis on Straight Line Method based on the life assigned to each asset in accordance with Schedule II of Companies Act, 2013. Depreciation on rest of the property, plant and equipment has been provided on Written Down Value basis based on the life assigned to each asset in accordance with Schedule II of Companies Act, 2013.

5.2 Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent measurement (amortisation)

Intangible assets are amortized over their respective individual estimated useful life on written down value basis commencing from the date, the asset is available to the company for its use

5.3 Inventories

Inventories are valued as follows:

Raw materials, loose tools and stores and spares

Raw materials, loose tools and stores and spares are valued at lower cost and net realizable value. Cost of raw materials, loose tools and stores and spares is determined on weighted average -FIFO (First in first out) basis.

Work-in-progress and finished goods

Work-in-progress and finished goods is measured at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Scrap

Scrap is measured at net realizable value.

5.4 Revenue recognition

Revenue arises mainly from the sale of manufactured and traded goods. Revenue is recognised upon transfer of control of promised products or services to customers for an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue excludes taxes or duties collected on behalf of the government.

To determine whether to recognise revenue, the Company follows a 5-step process:

(i) Identifying the contract with a customer

(ii) Identifying the performance obligations

(iii) Determining the transaction price

(iv) Allocating the transaction price to the performance obligations

(v) Recognising revenue when/as performance obligation(s) are satisfied.

Sale of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Sale of services

Revenue from services is recognised when Company satisfies the performance obligations by transferring the promised services to its customers.

Export benefits

Export benefits constituting Duty Draw back and Export Promotion Capital Goods scheme (EPCG) are accounted for on accrual basis when there is reasonable assurance that the company will comply with the conditions attached to them and the export benefits will be received. Export benefits under Duty Draw back scheme and EPCG are considered as other operating income.

Interest

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

5.5 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged as expense to the statement of profit and loss in the period for which they relate to.

5.6 Leases

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

(ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

5.7 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

5.8 Foreign currency

Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange difference

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the statement of profit and loss in the year in which they arise.

5.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Asset

Initial recognition and measurement

At the time of initial recognition, a company records a financial asset at its fair value. For financial assets that are not measured at fair value through profit or loss, the company also includes any transaction costs directly attributable to acquiring the asset in its recorded value. Transaction cost of financial assets carried at fair value through profit or loss is expensed in the Statement of Profit or Loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Investments in equity instruments of subsidiary

Investments in Subsidiaries, Associates and Joint Venture are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Subsequent measurement

Debt Instruments:

Subsequent measurement of debts instruments depends on the Company's business model for managing the assets and the cash flows of the assets. The Company classifies its financial assets in the following categories:

i) **Financial assets at amortised cost-** Assets that are held for collection of contractual cashflows on specified dates where those cashflows represent solely payments of principal and interest are measured at amortised cost.

   After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and Loans.

ii) **Financial assets at fair value through other comprehensive income (FVTOCI) –** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are on specified dates are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income from these financial assets is included in finance income using the effective interest rate method and impairment losses, if any are recognised in the Statement of Profit and Loss.

   When the financial asset is derecognition, the cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss.

iii) **Financial assets at fair value through profit or loss (FVTPL) -** Financial assets which are not classified in any of the categories above are FVTPL.

   Investments in other equity instruments – Investments in equity instruments which are held for trading are classified at Fair Value Through Profit or Loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value Through Profit or Loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. For trade and other payable maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Forward contracts

The Company has entered into certain forward (derivative) contracts to hedge risks which are not designated as hedges. These derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. Any profit or loss arising on cancellation or renewal of such derivative contract is recognised as income or as expense in statement of profit and loss.

5.10 Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Company assesses on forward looking basis the expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

5.11 Income taxes

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity).

5.12 Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services are recognized as an expense as the related service is rendered by employees.

Defined Contribution Plan

Contribution towards provident fund for certain employees is made to the regulatory authorities, where the Company has no further obligations. Payments to defined contribution retirement benefit schemes (such as Provident Fund, Employee's State Insurance Corporation) are charged to the statement of profit and loss of the year in which contribution to such schemes becomes due.

Defined Benefit Plan

For defined benefit schemes, the cost of providing benefits is determined using Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains/ losses resulting from re-measurements of the liability are included in other comprehensive income.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligations as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets.

The Company makes annual contribution to the Employee's Company Gratuity-cum-Life Assurance scheme of the Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death or on termination of employment.

Other long-term employee benefits

Liability in respect of leave encashment becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of discounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of leave encashment becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Share based payments.

The fair value on grant date of equity-settled share-based payment arrangements granted to eligible employees of the Company under the Employee Stock Option Scheme ('ESOS') is recognised as employee stock option scheme expenses in the Statement of profit and loss, in relation to options granted to employees of the Company (over the vesting period of the awards), with a corresponding increase in other equity. The amount recognised as an expense to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in the "Employee stock options outstanding account", as separate component in other equity. For share-based payment awards with market conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true- up for differences between expected and actual outcomes. At the end of each period, the Company revises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

5.13 Provisions

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Provisions are discounted to their present values, where the time value of money is material.

5.14 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the Basis of preparation.

The financial statements have been prepared on going concern basis in accordance with generally accepted accounting principles in India. Further, the financial statements have been prepared on a historical cost basis except for following items:

occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

5.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

5.16 Derivative financial instruments and hedge accounting

Derivative financial instruments are accounted for at fair value through profit and loss (FVTPL) except for derivatives designated as hedging instruments in cash flow hedge relationships, which require a specific accounting treatment.

Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of profit and loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The Company only applies fair value hedge accounting for

hedging foreign exchange risk on recognised assets and liabilities.

Cash Flow Hedge

The Company has designated certain derivative contracts as hedging instruments in cash flow hedge relationships.

The Company applied hedge accounting requirements in Ind AS 109 prospectively from 1 April 2019 to derivative instruments which could be designated as effective cash flow hedges. These arrangements had been entered into to mitigate foreign currency exchange risk and interest rate risk arising from highly probable forecasted sales and debt instruments denominated in foreign currency, in accordance with the Company's risk management policy.

To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges are recognised in other comprehensive income and included within the cash flow hedge reserve in equity. Any ineffectiveness in the hedge relationship is recognised immediately in profit or loss.

At the time the hedged item affects profit or loss, any gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and presented as a reclassification adjustment within other comprehensive income.

5.17 Government Grant

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received. Government grants are recognised in the Statement of profit and loss on a systematic basis over the periods in which the Company recognises the related costs as expenses, if any, for which the grants are intended to compensate.

5.18 Significant management judgement and estimates

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Contingent liabilities – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Government grants – Grants receivables are based on estimates for utilisation of grant as per the regulations as well as analysing actual outcomes on a regular basis and compliance with stipulated conditions. Changes in estimates or non-compliance of stipulated conditions could lead to significant changes in grant income and are accounted prospectively over the balance life of asset.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.

Provisions – estimate for provisions recognised is based on management best estimate of the expenditure required to settle the present obligation at the year end and is based on historical experience, expected changes in economic conditions, changes in exchange rates

Note - 6

Property, plant and equipment

(₹ in Mn)

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total	Capital work-in-progress
Gross carrying amount								
At 1 April 2024	101.51	552.61	4,827.26	52.44	81.33	45.38	5,660.53	32.34
Additions	-	-	237.34	0.03	2.46	21.90	261.73	236.66
Disposals	-	-	(33.01)	-	(0.10)	-	(33.11)	
Capitalised during the year								(261.73)
Balance as at 31 March 2025	**101.51**	**552.61**	**5,031.59**	**52.47**	**83.69**	**67.28**	**5,889.15**	**7.27**
Additions	-	2.86	246.99	0.13	13.00	-	262.98	291.56
Disposals	-	-	(60.44)	-	(1.33)	-	(61.77)	
Capitalised during the year								(262.98)
Balance as at 31 March 2026	**101.51**	**555.47**	**5,218.14**	**52.60**	**95.36**	**67.28**	**6,090.36**	**35.85**
Accumulated depreciation								
At 1 April 2024	-	192.38	3,532.91	37.06	74.48	32.51	3,869.34	-
Charge for the year	-	16.17	259.80	3.36	2.00	6.45	287.78	-
Adjustments for disposals	-	-	(29.97)	-	(0.09)	-	(30.06)	-
Balance as at 31 March 2025	**-**	**208.55**	**3,762.74**	**40.42**	**76.39**	**38.96**	**4,127.06**	**-**
Charge for the year	-	16.28	276.64	2.51	5.05	6.56	307.04	-
Adjustments for disposals	-	-	(57.42)	-	(1.26)	-	(58.68)	-
Balance as at 31 March 2026	**-**	**224.83**	**3,981.96**	**42.93**	**80.18**	**45.52**	**4,375.42**	**-**
Net carrying amount as at 31 March 2025	**101.51**	**344.06**	**1,268.85**	**12.05**	**7.30**	**28.32**	**1,762.09**	**7.27**
Net carrying amount as at 31 March 2026	**101.51**	**330.64**	**1,236.18**	**9.67**	**15.18**	**21.76**	**1,714.94**	**35.85**

a) CWIP Ageing Schedule as at 31 March 2026 (₹ in Mn)

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	34.46	1.39	-	-	35.85
Project in temporarily suspended :-					
Total	**34.46**	**1.39**	**-**	**-**	**35.85**

b) CWIP whose completion is overdue or has excedded its cost compared to its original plan as at 31 March 2026 (₹ in Mn)

Capital Work in Progress	CWIP to be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	34.46	1.39	-	-	35.85
Project in temporarily suspended :-					
Total	**34.46**	**1.39**	**-**	**-**	**35.85**

c) CWIP Ageing Schedule as at 31 March 2025 (₹ in Mn)

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	7.27	-	-	-	7.27
Project in temporarily suspended :-					
Trichy Project					
Total	**7.27**	**-**	**-**	**-**	**7.27**

d) CWIP whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2025 (₹ in Mn)

Capital Work in Progress	CWIP to be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	7.27	-	-	-	7.27
Project in temporarily suspended :-					
Trichy Project temporarily suspended					
Total	**7.27**	**-**	**-**	**-**	**7.27**

Refer Note 19 for information on property, plant and equipment hypothecated/mortgaged as security by the Company.

Refer Note 38(B) for disclosure of contractual commitment for acquisition of property, plant and equipment.

Note - 7
Right-of-use assets

(₹ in Mn)

Particulars	Land	Residential flats	Buildings	Plant and equipment	Total
Gross carrying amount					
At 1 April 2024	**24.19**	**4.04**	**95.73**	**261.10**	**385.06**
Additions	0.53	-	-	265.08	265.61
Adjustments/disposals	-	(1.40)	-	-	(1.40)
Balance as at 31 March 2025	**24.72**	**2.64**	**95.73**	**526.18**	**649.27**
Additions	-	-	-	-	-
Adjustments/disposals	-	-	-	-	-
Balance as at 31 March 2026	**24.72**	**2.64**	**95.73**	**526.18**	**649.27**
Accumulated depreciation					
At 1 April 2024	**2.75**	**1.55**	**9.59**	**38.93**	52.82
Charge for the year	0.42	0.05	19.12	18.93	38.52
Adjustments for disposals	-	(0.52)	-	-	(0.52)
Balance as at 31 March 2025	**3.17**	**1.08**	**28.71**	**57.86**	**90.82**
Charge for the year	0.44	0.04	19.12	20.00	39.60
Adjustments for disposals	-	-	-	-	-
Balance as at 31 March 2026	**3.61**	**1.12**	**47.83**	**77.86**	**130.42**
Net carrying amount as at 31 March 2025	**21.55**	**1.56**	**67.02**	**468.32**	**558.45**
Net carrying amount as at 31 March 2026	**21.11**	**1.52**	**47.90**	**448.32**	**518.85**

Note - 7 A
Intangible assets

(₹ in Mn)

Particulars	Software's	Total
Gross carrying amount		
At 1 April 2024	111.83	111.83
Additions	1.33	1.33
Balance as at 31 March 2025	**113.16**	**113.16**
Additions	2.04	2.04
Balance as at 31 March 2026	**115.20**	**115.20**
Accumulated amortisation		
At 1 April 2024	104.54	104.54
Charge for the year	1.41	1.41
Impairment charge	-	-
Balance as at 31 March 2025	**105.95**	**105.95**
Charge for the year	7.02	7.02
Impairment charge	-	-
Balance as at 31 March 2026	**112.97**	**112.97**
Net carrying amount as at 31 March 2025	**7.21**	**7.21**
Net carrying amount as at 31 March 2026	**2.23**	**2.23**

Note - 8

(₹ in Mn)

		31 March 2026	31 March 2025
A	**Investments - non-current**		
	Equity instruments		
	Investment in subsidiary companies (unquoted, measured at cost)		
	2545887 Ontario Inc., Canada		
	29,864,225 common shares of CAD $1 each (previous year 31 March 2025: 29,864,225 common shares) fully paid up.	1,534.55	1,534.55
	Neo-Tech Auto Systemz Inc., USA		
	1,000,000 common shares of USD $0.01 each (previous year 31 March 2025: 1,000,000 common shares) fully paid up.	0.64	0.64
	Neo Tech Smart Solutions Inc., Canada*		
	250,000 common shares of CAD $ 1 each (previous year 31 March 2025: 2,50,000 common shares) fully paid up [(Rs. 11.64 Mn, impaired during FY 2023-24)]	2.15	2.15
	Other investment		
	(quoted, measured at FVOCI)		
	2100 Equity shares of Rs. 1/- each fully paid up of State Bank of India (previous year 31 March 2025 : 2100 Equity shares of Rs. 1/- each fully paid up).	2.06	1.62
	(unquoted, measured at FVOCI)		
	8200 Equity shares of Rs. 1/- each fully paid up of Altigreen Propulsion Labs Pvt. Ltd. * (previous year 31 March 2025 : 8200 Equity shares of Rs. 1/- each fully paid up)	4.75	4.75
	Deemed investment of Rs.2.31 Mn during the year (previous year 31 March 2025 is Rs.2.81 Mn), in respect of emplyee stock opetion granted to Stepdown-subsidiary company “The Hi-Tech Gears Canada Inc” with coroponding credit to share option outstanding account.(refer note- 46)	8.10	5.79
		1,552.25	**1,549.50**
	Aggregate market value of quoted investments	2.06	1.62
	Aggregate amount of unquoted investments and market value thereof	1,550.19	1,547.88
	Aggregate value of impairment in the value of investments	-	-

Information about subsidiaries company

Particulars	Principal place of business	Ownership interests	Accounted on
2545887 Ontario Inc	Canada	100%	As per provision of Ind AS 27 ‘Separate Financial Statements’
Neo-Tech Auto Systemz Inc.	USA	100%	
Neo-Tech Smart Solutions Inc.	Canada	100%	

* During the previous year 2024-25, Company has made downward fair valuation adjustment of Rs 116.20 million in the equity shares of Altigreen Propulsion Labs Private Limited in the Other Comprehensive Income (OCI) based on the share valuation report of Registered Valuer. The fair value of the equity instrument is designated through OCI.

Note - 9

(₹ in Mn)

		31 March 2026	31 March 2025
A	**Loans - non current**		
	(Unsecured, considered good)		
	Loan to Related Party (Subsidiary Company)	80.18	70.06
	Loan to Employees	3.52	1.41
		83.70	**71.47**

Loan to related party details as at 31 March 2026

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances
With specifying terms:-		
Related Party- Subsidiary company	80.18	90%
Total	**80.18**	**90%**

Loan to related party details as at 31 March 2025

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances
With specifying terms:-		
Related Party- Subsidiary company	70.06	94%
Total	**70.06**	**94%**

The loan given to the subsidiary company was unsecured and carried an interest @ 5.90% p.a. (monthly cumulative) during the previous year

B Loans - current (₹ in Mn)

	31 March 2026	31 March 2025
(Unsecured, considered good)		
Loan to Employees	4.94	3.34
	4.94	**3.34**

Note - 10

(₹ in Mn)

	31 March 2026	31 March 2025
A Other financial assets - non current		
Balance held as margin money (against bank guarantees)*	3.14	4.59
Security deposits with government bodies	54.90	54.74
	58.04	**59.33**
*Margin money deposits having remaining maturity of more than 12 months.		
B Other financial assets - current		
Security deposits - others	1.07	1.07
Other receivable*		
Considered good	2.55	5.82
Considered credit impaired (refer note below)	2.05	2.05
Less: Impairment allowance (allowance for bad and doubtful debts)	(2.05)	(2.05)
	3.62	**6.89**

Note: One employee (Mr. K. P. Yadav, Assistant Manager in finance & accounts) had embezzled money by making unauthorised withdrawal of Rs.2.23 Mn in his personal account in the period December 2017 to April 2018. On detecting the above fraud, the Company immediately terminated him from his services and lodged the FIR against him. Till now, the Company had made recovery of Rs.0.18 Mn out of above amount and created the provision for the balance amount as on 31 March 2019. Appropriate actions for discovery, prevention of fraud and strengthening of Internal controls has been put in place by the Company.

Note - 11

(₹ in Mn)

	31 March 2026	31 March 2025
A Other non-current assets		
Capital advance*	55.77	56.22
Prepaid expenses	1.10	0.90
	56.87	**57.12**

*For capital commitments refer note - 38(B)

B Other current assets		
Advances to suppliers	44.30	31.21
Advances to employees	0.80	0.30
Prepaid expenses	38.85	33.84
Balance with statutory authorities	86.05	135.30
Others	22.13	8.62
	192.13	**209.27**

Note - 12

(₹ in Mn)

	31 March 2026	31 March 2025
Inventories		
(Valued at lower of cost or net realisable value)		
Finished goods (including goods in transit)	215.68	234.47
Raw materials and components	108.48	98.31
Stores and spares	325.46	269.62
Work-in-progress	351.97	326.53
Scrap (at realisable value)	1.23	0.55
	1,002.82	**929.48**

Note - 13

(₹ in Mn)

	31 March 2026	31 March 2025
Trade receivables*		
(Unsecured)		
Considered good	1,357.64	1,163.53
Having significant increase in credit risk	12.00	15.44
Credit impaired	0.11	0.75
Total	**1,369.75**	**1,179.72**
Less: Impairment loss allowance	(11.74)	(17.79)
	1,358.01	**1,161.93**

*for related party balances refer note 36

Trade receivables ageing schedule is as follows:

Particulars	As at 31 March 2026							
	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	937.83	402.76	17.05	-	-	-	1,357.64
(ii) Undisputed Trade Receivables – Significant increase in credit risk	-	-	-	-	6.30	3.96	1.74	12.00
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	0.11	0.11
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**937.83**	**402.76**	**17.05**	**6.30**	**3.96**	**1.85**	**1,369.75**

Trade receivables ageing schedule is as follows:

Particulars	As at 31 March 2025							
	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	928.90	212.29	22.34	-	-	-	1,163.53
(ii) Undisputed Trade Receivables – Significant increase in credit risk	-	-	-	-	7.21	1.94	6.29	15.44
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	0.75	0.75
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**928.90**	**212.29**	**22.34**	**7.21**	**1.94**	**7.04**	**1,179.72**

Note - 14

(₹ in Mn)

	31 March 2026	31 March 2025
Cash and cash equivalents		
Cash on hand	0.14	0.14
Balances with banks		
In current accounts	2.64	30.00
In CSR Escro accounts	-	0.10
Bank deposits with original maturity less than three months	-	34.20
	2.78	**64.44**

Note - 15

(₹ in Mn)

	31 March 2026	31 March 2025
Other bank balances		
Balance held as margin money (against bank guarantees)	1.36	1.40
Bank deposits with maturity of more than three months and upto twelve months	281.12	229.08
Bank deposits made out of CSR Escro account	-	11.70
Unclaimed dividend	5.75	0.88
	288.23	**243.06**

Note - 16

(₹ in Mn)

	31 March 2026	31 March 2025
Current tax assets (net)		
Advance income tax	154.78	181.68
Less: Provision for taxation	(135.34)	(171.22)
	19.44	**10.46**

Note - 17

(₹ in Mn)

	31 March 2026		31 March 2025	
Equity share capital				
i Authorised	**Number**	**Amount**	**Number**	**Amount**
20,000,000 equity shares of ₹ 10/- each with voting rights	2,00,00,000	200.00	2,00,00,000	200.00
		200.00		**200.00**
ii Issued, subscribed and fully paid up				
Equity share capital of face value of ₹ 10/- each	1,88,13,547	188.13	1,87,93,217	187.93
		188.13		**187.93**
iii Reconciliation of number of equity shares outstanding at the beginning and at the end of the year				
Equity shares				
Balance at the beginning of the year	1,87,93,217	187.93	1,87,78,186	187.78
Add : Shares issued during the year*	20,330	0.20	15,031	0.15
Balance at the end of the year	**1,88,13,547**	**188.13**	**1,87,93,217**	**187.93**

*The Nomination and Remuneration Committee of the Board of Directors of the Company vide its resolution dated February 24, 2026, has approved allotment of 20,330 Equity shares of Rs. 10/- each to the eligible employees of the Company pursuant to "The Hi-Tech Gears Limited Stock Incentive Plan, 2021". Therefore, the paid-up equity share capital of the Company has increased from Rs. 18,79,32,170 consisting of 1,87,93,217 equity shares of Rs. 10/- each to Rs. 18,81,35,470 consisting of 1,88,13,547 equity shares of Rs. 10/- each.

iv Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares with paid up value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share on all resolutions submitted to shareholders. They have right to participate in the profits of the company, if declared by the Board as interim dividend and recommended by the Board and declared by the members as final dividend. They are also entitled to bonus/right issue, as declared by Company from time to time. They have right to receive annual report of the Company, beside other rights available under the Companies Act and Listing Regulations.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, beside other rights available under the Companies Act.

The distribution will be in proportion to the number of equity shares held by the shareholders.

v Details of shareholders holding more than 5% share capital

Name of the equity shareholders	31 March 2026		31 March 2025	
	Number	%	Number	%
Vulcan Electro Controls Limited	10,82,000	5.75%	10,82,000	5.76%
Olympus Electrical Industries Private Limited	17,45,200	9.28%	17,45,200	9.29%
Hi Tech Portfolio Investments Limited	19,71,876	10.48%	19,71,876	10.49%
Mr. Deep Kapuria	31,14,884	16.56%	31,14,884	16.57%

vi **Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, by way of bonus shares and shares bought back for the period of 5 years immediately preceding the balance sheet date**

The Company has not issued any shares pursuant to contract(s) without payment being received in cash.

No bonus shares have been issued in preceding 5 years.

The Company has not undertaken any buy back of shares.

vii **Details of shares held by promoters**

Particulars	Promoter Name	No. of shares at the beginning of the year 01 April 2025	Change during the year	No. of shares at the end of the year 31 March 2026	% of Total Shares	% change during the year
Equity shares of face value Rs 10/-	Deep Kapuria & Sons (Huf)	2,31,780	-	2,31,780	1.23%	0.00%
Equity shares of face value Rs 10/-	Deep Kapuria	31,14,884	-	31,14,884	16.56%	0.00%
Equity shares of face value Rs 10/-	Pranav Kapuria	8,48,102	-	8,48,102	4.51%	0.00%
Equity shares of face value Rs 10/-	Anuj Kapuria	8,48,639	-	8,48,639	4.51%	0.00%
Equity shares of face value Rs 10/-	Veena Kapuria	5,01,120	-	5,01,120	2.66%	0.00%
Equity shares of face value Rs 10/-	Adhiraj Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Adhiveer Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Aabha Kapuria	84,769	-	84,769	0.45%	0.00%
Equity shares of face value Rs 10/-	Megha Kapuria	84,232	-	84,232	0.45%	0.00%
Equity shares of face value Rs 10/-	Abhay Kapuria	8,000	-	8,000	0.04%	0.00%
Equity shares of face value Rs 10/-	Hi-Tech Portfolio Investements Ltd	19,71,876	-	19,71,876	10.48%	0.00%
Equity shares of face value Rs 10/-	Olympus Electrical Industries Pvt Ltd	17,45,200	-	17,45,200	9.28%	0.00%
Equity shares of face value Rs 10/-	Vulcan Electro Controls Ltd	10,82,000	-	10,82,000	5.75%	0.00%
Total		**1,05,58,602**	**-**	**1,05,58,602**	**56.12%**	
Total No of Equity shares		**1,88,13,547**				

Particulars	Promoter Name	No. of shares at the beginning of the year 01 April 2024	Change during the year	No. of shares at the end of the year 31 March 2025	% of Total Shares	% change during the year
Equity shares of face value Rs 10/-	Deep Kapuria & Sons (Huf)	2,31,780	-	2,31,780	1.23%	0.00%
Equity shares of face value Rs 10/-	Deep Kapuria	31,19,461	-4,577	31,14,884	16.57%	-0.15%
Equity shares of face value Rs 10/-	Pranav Kapuria	8,48,102	-	8,48,102	4.51%	0.00%
Equity shares of face value Rs 10/-	Anuj Kapuria	8,44,062	4,577	8,48,639	4.52%	0.54%
Equity shares of face value Rs 10/-	Veena Kapuria	5,01,120	-	5,01,120	2.67%	0.00%
Equity shares of face value Rs 10/-	Adhiraj Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Adhiveer Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Aabha Kapuria	84,769	-	84,769	0.45%	0.00%
Equity shares of face value Rs 10/-	Megha Kapuria	84,232	-	84,232	0.45%	0.00%
Equity shares of face value Rs 10/-	Abhay Kapuria	8,000	-	8,000	0.04%	0.00%
Equity shares of face value Rs 10/-	Hi-Tech Portfolio Investements Ltd	19,71,876	-	19,71,876	10.49%	0.00%
Equity shares of face value Rs 10/-	Olympus Electrical Industries Pvt Ltd	17,45,200	-	17,45,200	9.29%	0.00%
Equity shares of face value Rs 10/-	Vulcan Electro Controls Ltd	10,82,000	-	10,82,000	5.76%	0.00%
Total		**1,05,58,602**	**-**	**1,05,58,602**	**56.18%**	
Total No of Equity shares		**1,87,93,217**				

Note - 18

(₹ in Mn)

	31 March 2026	31 March 2025
Other Equity		
Reserve & Surplus		
General Reserve		
Balance at the beginning of the year	308.08	308.08
Add: Transfer from retained earnings	-	-
Total (A)	**308.08**	**308.08**
Share options outstanding account		
Balance at the beginning of the year	7.30	5.58
Employee stock option expense	(0.94)	1.72
Total (B)	**6.36**	**7.30**
Security Premium		
Balance at the beginning of the year	7.08	2.36
Add: Addition during the year	6.65	4.72
Total (C)	**13.73**	**7.08**
Retained earnings		
Balance at the beginning of the year	4,224.22	3,863.08
Add: Profit/(Loss) for the year	330.54	473.78
Add: Other comprehensive income (net of tax impact)	13.00	(18.74)
Less: Dividend paid during the year including tax impact, refer note no. 39	(93.96)	(93.89)
Total (D)	**4,473.80**	**4,224.22**
Total (E=A+B+C+D)	**4,801.97**	**4,546.69**
Other Comprehensive Income (OCI)		
Equity instrument through Other Comprehensive Income		
Balance at the beginning of the year	(28.68)	65.86
Add: Movement in OCI (Net) during the year	0.44	(94.54)
Total (F)	**(28.24)**	**(28.68)**
Cash flow hedge reserve		
Balance at the beginning of the year	(0.00)	(2.08)
Add: Movement in OCI (Net) during the year	-	2.08
Total (G)	**(0.00)**	**(0.00)**
Total (H=F+G)	**(28.24)**	**(28.68)**
Total Other Equity (E+H)	**4,773.73**	**4,518.01**

(i) Nature and purpose of other reserves

General reserve

General reserve is created out of the accumulated profits of the Company as per the provisions of Companies Act.

Share options outstanding account

The account is used to recognise the grant date value of options issued to employees under Employee stock option plan and adjusted as and when such options are exercised or otherwise expire.

Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

Other comprehensive income

Other comprehensive income represents balance arising on account of changes in fair value of equity instruments carried at fair value through other comprehensive income and gain/(loss) booked on re-measurement of defined benefit plans.

Cash flow hedge reserve

The Company has taken a cross currency and interest rate swap to hedge the foreign currency risk of highly probable forecasted sales and foreign currency borrowings. To the extent hedge is effective, the change in fair value of hedging instrument is recognised in cash flow reserve.

Note - 19

(₹ in Mn)

	31 March 2026	31 March 2025
A Borrowings non-current		
Secured		
Term loans		
From banks & others		
Rupee Loan	0.00	80.00
	0.00	**80.00**
A (i) Lease Liabilities		
Lease liabilities	487.66	478.90
	487.66	**478.90**

(₹ in Mn)

Particulars	Nature of security	Terms of repayment	Maturity	31 March 2026	31 March 2025
Term loan HDFC Bank Ltd - Term Loan .	1) First charge by way of hypothecation in favor of the Lender, on company's movables including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures and all other movable assets, present and future for Expansion Project. 2) First charge by way of assignment or creation of charge in favour of the lenders of (i) all the right, title, interest, benefits, claims and demands whatsoever of the company in the project documents, duly acknowledged and consented to by the relevant counter parties to such project documents, all as amended, varied or supplemented from time to time in respect to Expansion Project; 3) First pari passu charge by way of hypothecation in favour of the Lender, of company's movables including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures and all other movable assets, present and future which are not exclusively charged to any other lenders. 4) First pari passu charge over the present and future immovable fixed assets of the company as given below: a) A-589, Industrial Complex, Bhiwadi, District, Alwar, Rajasthan-301019. b) Plot No 24-26, Sector 7, IMT Manesar, Gurgaon, Haryana 122050 c) SPL-146, Industrial Complex, Bhiwadi-304019, District Alwar, Rajasthan d) Plot No. A-7 & A-8, G K Industrial Park, Trichy District Tamil Nadu	Repayment in 20 quarterly instalment starts from June, 2025	March, 2030	-	100.00
Interest Rate				-	**8.25%**
Lease Liabilities	Lease liabilities are effectively secured as the rights to the leased assets recognised in the financial statements revert to the lessor in the event of default.	Monthly instalments		522.14	553.72
Interest rate				**6%/9.17%**	**6%/9.17%**
Total borrowings				**522.14**	**653.72**
Less : Current maturity of long term loan				34.48	94.82
Non current borrowings				**487.66**	**558.90**

(₹ in Mn)

	31 March 2026	31 March 2025
B Borrowings - current		
i) Secured		
Working capital loans repayable on demand from banks	380.00	381.62
Current maturities of long term borrowings	-	20.00
ii) Unsecured		
Working capital - Sales Invoice Discounting	70.94	72.30
	450.94	**473.92**
B (i) Lease Liabilities		
Lease liabilities	34.48	74.82
	34.48	**74.82**

Particulars	Nature of security	Interest rate	31 March 2026	31 March 2025
Federal Bank Ltd-Working capital loan	• First Pari Passu Charge over all Current Assets of the Borrower (present and future).	7.21% p.a. (previous year 8.10%)	60.00	82.50
Standard chartered bank-Working capital loan	• First pari pasucharge on stocks and receivables of the Company, both present and future.	8.00% p.a. (previous year NIL)	20.00	-
HDFC Bank Ltd-Working capital loan	• First pari pasucharge on stocks and receivables of the Company, both present and future.	7.50% p.a. (previous year 8.10% p.a)	150.00	140.00
YES Bank Ltd-Working capital loan	• First Pari Passu charge by way of hypothecation of the Company's on current assets both present and future.	NIL (previous year 8.05% p.a.)	-	87.50
ICICI Bank Ltd-Working capital loan	• First Pari Passu charge by way of hypothecation of the Company's all current assets both present and future.	7.65% p.a. (previous year 8.15% /8.25% p.a.)	150.00	70.00
Federal Bank - Cash Credit account	• First Pari Passu Charge over all Current Assets of the Borrower (present and future).	NIL (previous year 10.10% p.a.)	-	1.62
Total			**380.00**	**381.62**

Particulars	Nature of security	Interest rate	31 March 2026	31 March 2025
Federal Bank - Sales Invoice Discounting	Unsecured	6.85% p.a (previous year 7.85% p.a)	70.94	72.30
Total			**70.94**	**72.30**

Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

(₹ in Mn)

Particulars	Long-term borrowings	Short-term borrowings	Lease obligations	Total
01 April 2024	**486.18**	**672.34**	**314.40**	**1,472.92**
Cash flows:				
- Repayment	(386.79)	(218.42)	(26.29)	(631.50)
- Proceeds	-	-	265.61	265.61
Other non cash changes:				
- Foreign exchange	-	-	-	-
- Amortisation of upfront fees and others	0.61	-	-	0.61
31 March 2025	**100.00**	**453.92**	**553.72**	**1,107.64**
Cash flows:				
- Repayment	(100.00)	(2.98)	(31.58)	(134.56)
- Proceeds	-	-	-	-
Other non cash changes:				
- Amortisation of upfront fees and others	0.00	-	-	0.00
31 March 2026	**0.00**	**450.94**	**522.14**	**973.08**

Note - 20

(₹ in Mn)

	31 March 2026	31 March 2025
A Provisions - non current		
Provision for Employee Benefits		
Compensated absences	38.55	37.26
	38.55	**37.26**

For movements in each class of provision during the financial year, refer note 40

B Provisions - current		
Provision for Employee Benefits		
Compensated absences	5.66	5.14
Provision on rate difference	9.62	16.31
	15.28	**21.45**

For movements in each class of provision during the financial year, refer note 40 and 42

Note - 21

(₹ in Mn)

	31 March 2026	31 March 2025
Deferred tax assets/liabilities arising on account of :		
Deferred tax liabilities		
Property, plant & equipment	21.18	37.06
Deferred government grant	0.12	0.19
Right-of-use asset	121.32	123.09
Sub-total (a)	**142.62**	**160.34**
Deferred tax asset		
Right-of-use lease liabilities	131.41	131.23
Provision for rate difference	2.42	4.16
Provision for leave encashment	11.13	10.67
Plant and machinery recognised on account of government grant	0.12	0.19
Provision for bonus	11.55	11.58
Provision for doubtful debts and advances	3.47	4.99
Sub-total (b)	**160.10**	**162.82**
Net defered tax (asset) / liablities [(a)-(b)]	**(17.48)**	**(2.48)**

(i) Movement in deferred tax balance (₹ in Mn)

Particulars	31 March 2025	Recognised/ reversed through profit and loss	Recognised/ reversed through other comprehensive income	31 March 2026
Deferred tax assets/liabilities arising on account of :				
Property, plant & equipment	37.06	(15.88)	-	21.18
Deferred government grant	0.19	(0.07)	-	0.12
Right-of-use asset	123.09	(1.77)	-	121.32
Right-of-use lease liabilities	(131.23)	(0.18)	-	(131.41)
Provision for rate difference	(4.16)	1.74	-	(2.42)
Provision for leave encashment	(10.67)	(0.46)	-	(11.13)
Plant and machinery recognised on account of government grant	(0.19)	0.07	-	(0.12)
Provision for bonus	(11.58)	0.03	-	(11.55)
Provision for doubtful debts and advances	(4.99)	1.52	-	(3.47)
Total	**(2.48)**	**(15.00)**	**-**	**(17.48)**

Particulars	31 March 2024	Recognised/ reversed through profit and loss	Recognised/ reversed through other comprehensive income	31 March 2025
Deferred tax assets/liabilities arising on account of :				
Property, plant & equipment	45.34	(8.28)	-	37.06
Fair valuation of equity instruments	21.63	-	(21.63)	-
Deferred government grant	0.36	(0.17)	-	0.19
Cash flow hedge reserve	(19.47)	(0.00)	19.47	(0.00)
Right-of-use asset	73.83	49.26	-	123.09
Right-of-use lease liabilities	(79.13)	(52.10)	-	(131.23)
Provision for rate difference	(7.86)	3.70	-	(4.16)
Provision for leave encashment	(11.01)	0.34	-	(10.67)
Plant and machinery recognised on account of government grant	(0.36)	0.17	-	(0.19)
Provision for bonus	(11.01)	(0.57)	-	(11.58)
Provision for doubtful debts and advances	(3.99)	(1.00)	-	(4.99)
Total	**8.33**	**(8.65)**	**(2.16)**	**(2.48)**

Note - 22

(₹ in Mn)

	31 March 2026	31 March 2025
A Other non - current liabilities		
Deferred income*	7.60	8.06
	7.60	**8.06**

* Represents government assistance in the form of the duty benefit availed under Export Promotion Capital Goods (EPCG) Scheme on purchase of property, plant and equipment accounted for as government grant and being amortised over the useful life of such assets.

B Other current liabilities		
Payable to statutory authorities	21.10	42.53
Advance received from customers (contract liablity)	13.69	24.37
	34.79	**66.90**

Note - 23

(₹ in Mn)

	31 March 2026	31 March 2025
Trade payables		
- total outstanding dues of micro enterprises and small enterprises*	77.53	70.52
- total outstanding dues of creditors other than micro enterprises and small enterprises*	661.76	546.81
	739.29	**617.33**

***for related party balances refer note 36**

Trade payables ageing

Particulars			As at 31 March 2026				
			Outstanding for following periods from due date of payment				
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	-	77.53	-	-	-	-	77.53
(ii) Undisputed- Others	-	545.63	113.93	0.49	1.26	0.00	661.31
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-	0.45	0.45
Total	**-**	**623.16**	**113.93**	**0.49**	**1.26**	**0.45**	**739.29**

Trade payables ageing

Particulars			As at 31 March 2025				
			Outstanding for following periods from due date of payment				
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	-	70.52	-	-	-	-	70.52
(ii) Undisputed- Others	0.24	511.47	32.42	2.23	-	-	546.36
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-	0.45	0.45
Total	**0.24**	**581.99**	**32.42**	**2.23**	**-**	**0.45**	**617.33**

*Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") as at 31 March 2026 and 31 March 2025:

(₹ in Mn)

Particulars		31 March 2026	31 March 2025
i	Principal amount remaining unpaid to any supplier as at the end of the accounting year;	77.53	70.52
ii	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	-	-
iii	The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iv	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
v	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
vi	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note - 24

(₹ in Mn)

	31 March 2026	31 March 2025
Other financial liabilities		
Interest accrued but not due	1.03	1.10
Earnest money and security deposits	3.66	4.29
Unclaimed dividend	5.75	0.88
Others*	131.29	132.94
	141.73	**139.21**

*Others include reimbursement of expenses, provision for expenses, liabilities related to compensation/claim, etc.

Note - 25

(₹ in Mn)

	31 March 2026	31 March 2025
Revenue from operations		
Sale of products		
Transmission gears and shafts-domestic	4,751.69	4,189.60
Transmission gears and shafts-export	1,732.26	2,197.13
Sale of services		
Sales job work	2.55	3.20
Other operating income		
Export incentives	37.62	46.61
Sales scrap	143.55	139.55
	6,667.67	**6,576.09**

Note - 26 (₹ in Mn)

	31 March 2026	31 March 2025
Other income		
Interest income		
Bank deposits	20.35	26.47
Others	7.42	8.49
Dividend Income	0.03	0.03
Provision written back	0.06	-
Net gain on exchange fluctuations	82.41	28.95
Net gain on sale of property, plant and equipment	1.47	6.93
Provisions written back - trade receivables	6.05	-
Income recognised on account of government assistance	0.46	0.76
Miscellaneous income	20.20	48.40
	138.45	**120.03**

Note - 27 (₹ in Mn)

	31 March 2026	31 March 2025
Cost of materials consumed		
Opening stock of raw material (steel rod and forgings)	98.31	96.74
Add: Purchase during the year (net of discount)	3,419.78	3,318.08
	3,518.09	3,414.82
Less: Closing stock of raw material (steel rod and forgings)	108.48	98.31
Net consumption	**3,409.61**	**3,316.51**

Note - 28 (₹ in Mn)

	31 March 2026	31 March 2025
Purchase of traded goods		
Opening stock of purchase of traded goods (transmission gears and shafts)	-	-
Add: Purchase during the year (transmission gears and shafts)	73.73	156.36
	73.73	156.36
Less: Closing stock of purchase of traded goods (transmission gears and shafts)	-	-
	73.73	**156.36**

Note - 29 (₹ in Mn)

	31 March 2026	31 March 2025
Changes in inventories of finished goods and work-in-progress		
Inventories at the end of the year:		
Finished goods (transmission gears and shafts)	215.68	234.47
Work-in-progress (transmission gears and shafts)	351.97	326.53
Inventories at the beginning of the year:		
Finished goods (transmission gears and shafts)	234.47	215.61
Work-in-progress (transmission gears and shafts)	326.53	280.51
Net (increase)/decrease	**(6.65)**	**(64.88)**

Note - 30 (₹ in Mn)

	31 March 2026	31 March 2025
Employee benefits expense		
Salaries and incentives	954.30	858.79
Contributions to provident and other funds	37.35	30.65
Gratuity fund contributions	25.36	8.58
Employee compensation expense	3.41	3.62
Staff welfare expenses	49.67	46.66
	1,070.09	**948.30**

Note - 31

(₹ in Mn)

	31 March 2026	31 March 2025
Finance costs		
Interest on		
Loans from banks & others	30.15	70.02
Lease liabilities	47.05	45.95
Others	0.07	0.73
Bank commission and charges	1.11	2.01
	78.38	**118.71**

Note - 32

(₹ in Mn)

	31 March 2026	31 March 2025
Other expenses		
Water, electricity and allied charges	313.19	290.23
Stores and spares consumed	616.73	560.72
Professional expenses	56.59	51.11
Repair and maintenance		
Plant and machinery	36.15	34.16
Buildings	4.05	2.63
Rent (refer note 45)	6.98	6.24
Insurance	38.17	38.61
Corporate social responsibility expenses (refer note (i) below)	24.70	10.21
Rates and taxes	1.46	2.47
Provision for doubtful debts	-	4.00
Auditor's remuneration*	2.00	2.00
Balances written off	1.55	0.00
Director's sitting fee	1.75	1.16
Freight and handling expenses	99.05	87.70
Charity and donation	0.14	0.05
Miscellaneous expenses	178.84	166.43
	1,381.35	**1,257.72**

***Payment to auditors comprises of:**		
Audit fees	1.70	1.70
Reimbursement of expenses	0.00	0.00
Other services	0.30	0.30
	2.00	**2.00**

	31 March 2026	31 March 2025
(i) Details of CSR expenditure:		
a) Gross amount required to be spent by the company during the year	**13.26**	**12.58**
b) Amount approved by the Board to be spent during the year	**31.45**	**12.71**
c) Amount spent during the year :		
i) Construction/acquisition of any asset	-	**-**
ii) On purposes other than (i) above	31.45	**6.21**
	31.45	**6.21**

d) Unspent amount in relation to: - Ongoing project
For the year ended 31 March 2026

Opening Balance			Amount spent		Closing Balance	
with Company	**In seprate CSR unspent A/c**	**Amount required to be spent during the year (incl. Interest on unspent account)**	**From Companys bank a/c**	**From Separate CSR Unspent A/c**	**with company**	**In seprate CSR unspent account**
-	11.82	13.34	31.45	11.90	**-**	**-**

Note 1 : Interest earned of Rs.0.08 Mn on balance in unspent account during FY 2025-26 (Previous Year 2024-25 is Rs.0.32 Mn)

Note 2 : Company have carried forward the excess amount spent on CSR during FY 2025-26 of Rs. 18.19 Mn (Previous Year 2024-25 is NIL)

For the year ended 31 March 2025

Opening Balance			Amount spent		Closing Balance	
with Company	**In seprate CSR unspent A/c**	**Amount required to be spent during the year**	**From Companys bank a/c**	**From Separate CSR Unspent A/c**	**with company**	**In seprate CSR unspent account**
-	9.00	13.03	6.21	4.00	**-**	**11.82**

e) Corporate social responsibility expenses

The requisite disclosure relating to CSR expenditure in terms on Guidance Note on Corporate Social Responsibility (CSR) issued by Institute of Chartered Accountants of India:

a) Amount spent during the financial year ended 31 March 2026 and 31 March 2025 on:

(₹ in Mn)

Particulars	Period	Bank payment	Yet to be paid in cash	Total
Education, technical education including research and development	31 March 2026	31.45	-	**31.45**
	31 March 2025	5.11	-	**5.11**
Integrity community development	31 March 2026	-	-	**-**
	31 March 2025	-	-	**-**
Prime Minister National Relief Fund	31 March 2026	-	-	**-**
	31 March 2025	-	-	**-**
Promoting Healthcare including Preventive Healthcare	31 March 2026	-	-	**-**
	31 March 2025	-	-	**-**
Setting up homes for women and orphans/Setting up old age homes, day care centres and such other facilities for senior citizens.	31 March 2026	-	-	**-**
	31 March 2025	1.00	-	**1.00**
Others	31 March 2026	-	-	**-**
	31 March 2025	0.10	-	**0.10**
Total	31 March 2026	**31.45**	**-**	**31.45**
	31 March 2025	**6.21**	**-**	**6.21**

Note - 33

(₹ in Mn)

	31 March 2026	31 March 2025
Income tax		
Tax expense comprises of:		
Current tax	130.88	170.98
Deferred tax charge	(14.99)	(8.66)
Earlier years tax adjustments (net)	(0.48)	(0.41)
Income tax expense reported in the statement of profit and loss	**115.41**	**161.91**

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.167% and the reported tax expense in profit or loss are as follows:

Accounting profit before income tax	**445.95**	**635.69**
At India's statutory income tax rate of 25.167%	112.23	159.98
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Tax impact of expenses which will never be allowed	5.01	0.83
Earlier years tax adjustments (net)	(0.48)	(0.41)
Others	(1.35)	1.51
Income tax expense	**115.41**	**161.91**

Note - 34

(₹ in Mn)

	31 March 2026	31 March 2025
Earnings per share		
Net profit attributable to equity shareholders		
Net profit for the year	330.54	473.78
Nominal value of equity share (₹)	10	10
Total number of equity shares outstanding at the beginning of the year	1,87,93,217	1,87,78,186
Total number of equity shares outstanding at the end of the year	1,88,13,547	1,87,93,217
Weighted average number of equity shares	1,87,95,779	1,87,80,163
Number of dilutive potential equity shares	12,794	24,327
No. of equity shares used to compute diluted earningsper share	1,88,08,573	1,88,04,490
(1) Basic (₹)	17.59	25.23
(2) Diluted (₹)	17.57	25.19

Note - 35A

Financial instruments

i) Fair values hierarchy

Financial assets and liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Financial instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value. **(₹ in Mn)**

Particulars	31 March 2026			31 March 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investment in equity instrument through OCI	-	6.81	-	-	6.37	-
Trade receivables	-	-	1,358.01	-	-	1,161.93
Loans	-	-	88.64	-	-	74.81
Cash and cash equivalents	-	-	2.78	-	-	64.44
Other bank balances	-	-	288.23	-	-	243.06
Other financial assets	-	-	61.66	-	-	66.21
Total financial assets	**-**	**6.81**	**1,799.32**	**-**	**6.37**	**1,610.45**
Financial liabilities						
Borrowings	-	-	451.97	-	-	555.02
Lease Liabilities	-	-	522.14	-	-	553.72
Trade payables	-	-	739.29	-	-	617.33
Other financial liabilities	-	-	140.70	-	-	138.11
Total financial liabilities	**-**	**-**	**1,854.10**	**-**	**-**	**1,864.18**

Investment in subsidiary is measured at cost and hence are not required to be disclosed as per Ind AS 107 “Financial Instruments Disclosures”. Hence, the same have been excluded from the above table.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

(₹ in Mn)

Particulars	Fair value	
	31 March 2026	31 March 2025
Unquoted equity investments *	4.75	4.75

Sensitivity analysis **(₹ in Mn)**

Description	31 March 2026	31 March 2025
Impact on fair value if change in share price of investment in equity shares		
- Impact of increase in discount rate by 0.5 %	4.80	4.80
- Impact of decrease in discount rate by 0.5 %	4.70	4.70

The following table presents the changes in level 3 items for the period ended 31 March 2026 and 31 March 2025: **(₹ in Mn)**

Particulars	Unquoted equity shares
As at 31 March 2024	**120.96**
Loss recognised in other comprehensive income	(116.21)
As at 31 March 2025	**4.75**
Loss recognised in other comprehensive income	-
As at 31 March 2026	**4.75**

iii) Financial assets and Liabilities measured at fair value - recurring fair value measurements

The following table shows the levels within the hierarchy of financial assets measured at fair value on a recurring basis at 31 March 2026, 31 March 2025:

(₹ in Mn)

Particulars	Period	Carrying Value	Level 1	Level 2	Level 3	Total
Financial assets						
Investments at fair value through other comprehensive income						
Equity investments	31 March 2026	6.81	2.06	-	4.75	**6.81**
	31 March 2025	6.37	1.62	-	4.75	**6.37**
At fair value through profit or loss						
Derivative financial liabilities	31 March 2026	-	-	-	-	**-**
	31 March 2025	-	-	-	-	**-**

iv) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows: **(₹ in Mn)**

Particulars	Level	31 March 2026		31 March 2025	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Loans	Level 3	88.64	88.64	74.81	74.81
Other financial assets	Level 3	61.66	61.66	66.21	66.21
Total financial assets		**150.30**	**150.30**	**141.02**	**141.02**
Financial liabilities					
Borrowings	Level 3	451.97	451.97	555.02	555.02
Lease Liabilities	Level 3	522.14	522.14	553.72	553.72
Total financial liabilities		**974.11**	**974.11**	**1,108.74**	**1,108.74**

The management assessed that cash and cash equivalents, trade receivables, other receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) The fair values of the Company's interest-bearing borrowings, loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

(ii) The use of quoted market prices for quoted equity instruments.

(iii) Fair value of unquoted equity shares was determined based on the fair market value per share by the registered valuer for the year ended March 31, 2026.

(iv) Investment in subsidiaries are classified as equity investments have been accounted at historical cost less accumulated impairment, if any, since these are scope out of Ind AS 109 for the purposes of measurement, the same have not been disclosed in the tables above.

(v) The use of quoted market prices for derivative contracts at balance sheet date. For hedge related disclosures, refer note 44.

During the financial year 2025-26 and 2024-25, there were no transfer between Level 1, Level 2 and Level 3 fair value measurements.

Note - 35B

Financial risk management

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, Investments, trade receivables, other financial assets.	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities.
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	Forward contract/hedging, if required.
Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors.
Market risk - security price	Investments in equity securities.	Sensitivity analysis	Portfolio diversification.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

The Company provides for expected credit loss based on the following:

Asset groups	Basis of categorisation	Provision for expected credit loss
Low	Cash and cash equivalents, investments, other bank balances, loans, trade receivables other financial assets	Life time expected credit loss or 12 month expected credit loss
Medium	Trade receivables and other financial asset	Life time expected credit loss or 12 month expected credit loss
High	Trade receivables and other financial asset	Life time expected credit lossfully provided for

Life time expected credit loss is provided for trade receivables.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

(₹ in Mn)

Credit rating	Particulars	31 March 2026	31 March 2025
A: Low	Cash and cash equivalents, investments, other bank balances, loans and other financial assets	448.11	454.90
B: Medium	Trade receivables and other financial asset	1,357.64	1,163.53
C: High	Trade receivables and other financial asset	14.16	18.24

ii) *Concentration of trade receivables*

The Company's exposure to credit risk for trade receivables is presented as below. Loans and other financial assets majorly represents loans to employees and deposits given for business purposes.

(₹ in Mn)

Particulars	31 March 2026	31 March 2025
Original equipment manufacturer	1,174.97	889.12
Others	194.78	290.60
Total	**1,369.75**	**1,179.72**

b) Credit risk exposure

i) Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets –

As at 31 March 2026 **(₹ in Mn)**

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	2.78	-	2.78
Investment	6.81	-	6.81
Other bank balances	288.23	-	288.23
Loans	88.64	-	88.64
Other financial assets	63.71	2.05	61.66

As at 31 March 2025 **(₹ in Mn)**

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	64.44	-	64.44
Investment	6.37	-	6.37
Other bank balances	243.06	-	243.06
Loans	74.81	-	74.81
Other financial assets	68.26	2.05	66.21

Reconciliation of loss provision – lifetime expected credit losses and 12 month expected credit losses **(₹ in Mn)**

Reconciliation of loss allowance	Trade receivables	Other financial asset
Loss allowance as on 31 March 2024	13.79	2.05
Impairment loss recognised/reversed during the year	4.00	-
Loss allowance on 31 March 2025	**17.79**	**2.05**
Impairment loss recognised/reversed during the year	(6.06)	-
Loss allowance on 31 March 2026	**11.73**	**2.05**

B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

(₹ in Mn)

31 March 2026	Less than 1 year	1-2 years	More than 2 year	Total
Non-derivatives				
Borrowings	-	-	-	-
Lease Liabilities	34.48	36.74	450.92	522.14
Trade payable	739.29	-	-	739.29
Other financial liabilities	140.70	-	-	140.70
Derivatives				
Derivative liability	-	-	-	-

(₹ in Mn)

31 March 2025	Less than 1 year	1-2 years	More than 2 year	Total
Non-derivatives				
Borrowings	20.00	20.00	60.00	100.00
Lease Liabilities	31.58	34.48	487.66	553.72
Trade payable	617.33	-	-	617.33
Other financial liabilities	138.11	-	-	138.11
Derivatives				
Derivative liability	-	-	-	-

The Company had access to following funding facilities :

As at 31 March 2026 (₹ in Mn)

Funding facilities	Total facility	Drawn	Undrawn
Less than 1 year	990.63	450.94	539.69
Total	**990.63**	**450.94**	**539.69**

As at 31 March 2025 (₹ in Mn)

Funding facilities	Total facility	Drawn	Undrawn
Less than 1 year	1,590.00	453.92	1,136.08
Total	**1,590.00**	**453.92**	**1,136.08**

C) Market risk

i) Foreign exchange risk

The Company has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions (imports and exports). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company does not hedge its foreign exchange receivables/payables.

ii) Derivative financial instrument

The Company uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. The Company does not enter into complex derivative transactions to manage the risks. The derivative transactions are normally in the form of forward contracts and these are subject to the Company guidelines and policies.The fair values of all derivatives are separately recorded in the balance sheet within current financial assets. Derivatives that are designated as hedges are classified as current depending on the maturity of the derivative. The use of derivatives can give rise to credit and market risk. The Company tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

Foreign currency risk exposure: **(₹ in Mn)**

Particulars	Currency	Amount in foreign currency		Amount in INR	
		31 March 2026	31 March 2025	31 March 2026	31 March 2025
Receivables					
Export trade receivable and advances	USD	5.76	5.25	546.03	448.97
	EURO	0.30	0.29	32.78	26.66
	CHF	0.00	-	0.24	-
Foreign currency loans	CAD	1.18	1.18	80.18	70.06
Payables					
Payable for imports and others	USD	(0.16)	(0.09)	(15.00)	(7.78)
	EURO	(0.01)	(0.01)	(1.17)	(0.60)
	CAD	(0.01)	-	(0.56)	-

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(₹ in Mn)

Particulars	Currency	Exchange rate increase by 5%		Exchange rate decrease by 5%	
		31 March 2026	31 March 2025	31 March 2026	31 March 2025
Receivables					
Export trade receivable	USD	27.30	22.45	(27.30)	(22.45)
	EURO	1.64	1.33	(1.64)	(1.33)
	CHF	0.01	-	(0.01)	-
Foreign currency loans	CAD	4.01	3.50	(4.01)	(3.50)
Payables					
Payable for imports and others	USD	0.75	0.39	(0.75)	(0.39)
	EURO	0.06	0.03	(0.06)	(0.03)
	CAD	0.03	-	(0.03)	-

ii) Interest rate risk

a) The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Variable rate borrowing	974.12	1,108.74
Fixed rate borrowing	-	-
Total borrowings	**974.12**	**1,108.74**

Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Interest rates – increase by 50 basis points	(4.87)	(5.54)
Interest rates – decrease by 50 basis points	4.87	5.54

b) Assets

The Company's fixed deposits and loans are carried at fixed rate. Therefore, the said assets are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of change in market interest rates.

iii) Price risk

The Company's exposure to price risk arises from investments held and classified as FVOCI. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity analysis

Profit or loss and equity is sensitive to higher/lower prices of instruments on the Company's profit for the year - **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Price sensitivity		
Price increase by (5%) - FVOCI*	0.10	0.08
Price decrease by (5%) - FVOCI	(0.10)	(0.08)

* For sensitivity analysis in equity investment in shares of Altigreen, refer note 35 A, level 3 disclosure.

Note - 36

Related party disclosures

a) List of related parties and relationships

i) Parties where control exists:

Subsidiary Company:

(a) 2545887 Ontario Inc., Canada

Step down subsidiaries:

(i) The Hi-Tech Gears Canada Inc.

(ii) Teutech Holding Corporation, USA

(iii) Teutech LLC, USA

(iv) Teutech Leasing Corporation, USA

(b) Neo- Tech Auto Systemz Inc., USA

(c) Neo- Tech Smart Solutions Inc., Canada

ii) Key Management Personnel (KMP) and their Relatives

(i) Mr. Deep Kapuria (Executive Chairman and Whole Time Director)

(ii) Mr. Anant Jaivant Talaulicar (Vice Chairman and Non Executive Director)

(iii) Mr. Pranav Kapuria (Managing Director)

(iv) Mr. Anuj Kapuria (Whole Time Director)

(v) Mr. Bidadi Anjani Kumar (Non Executive Director)

(vi) Mr. Rajiv Batra (Independent Director)

(vii) Mr. Vikram Rupchand Jaisinghani (Independent Director) 6

(viii) Mr. Arjun Juneja (Independent Director) 6

(ix) Mr. Deval Mahadev Desai (Independent Director) 6

(x) Mr. Kawal Jain (Non Executive Director)

(xi) Mrs. Suchitra Rajendra (Independent Director)

(xii) Mr. Vishal Seth (Independent Director) 1

(xiii) Mr. Vijay Mathur (Whole Time Director and Key Managerial Personnel) 2

(xiv) Mr. Ramakrishnan Ramanathan (Independent Director) 2

(xv) Mr. Girish Narang (Whole Time Director and Key Managerial Personnel) 3 & 6

(xvi) Mr. Sameer Gupta (Independent Director) 3 & 6

(xvii) Mr. Naveen Jain (Company Secretary)

(xviii) Mr. Kapil Rajora (Chief Financial Officer) 4

(xix) Mr. Vinod Raheja (Chief Financial Officer) 4

(xx) Mrs. Veena Kapuria (Wife of Mr. Deep Kapuria)

(xxi) Mr. Sandeep Dinodia (Independent Director) 5

(xxii) Mr. Anil Kumar Khanna (Independent Director) 5

(xxiii) Mr. Krishna Chandra Verma (Independent Director) 5

(xxiv) Mr. Vinit Taneja (Independent Director) 5

(xxv) Ms. Malini Sud (Independent Director)7

(xxvi) Mr. Amresh Kumar Verma (Whole-time Director)8

(xxvii) Mr. Ramesh Shankarmal Pilani (Independent Director)9

1. Mr. Vishal Seth appointed as Non-Executive - Independent Director of the company w.e.f. April 25, 2025.
2. Mr. Vijay Mathur (Whole Time Director and Key Managerial Personnel) and Mr. Ramakrishnan Ramanathan (Independent Director), appointed to the Board of the company w.e.f. July 24, 2025.
3. Mr. Girish Narang (Whole Time Director and Key Managerial Personnel) and Mr. Sameer Gupta (Non-Executive Independent Director), resigned from the Board of the Company w.e.f. the closure of business hours of April 24, 2025 and June 20, 2025 respectively.
4. Mr. Vinod Raheja appointed as Chief Financial Officer and Key Managerial Personnel (CFO & KMP) of the Company, w.e.f. January 14, 2026 in place of Mr. Kapil Rajora, who resigned from the position of CFO & KMP w.e.f. January 13, 2026, due to change in his professional role within the Company.
5. Mr. Sandeep Dinodia, Mr. Anil Kumar Khanna, Mr. Krishan Chandra Verma and Mr. Vinit Taneja have retired with effect from the closure of business hours of September 17, 2024.
6. Mr. Vikram Rupchand Jaisinghani, Mr. Sameer Gupta, Mr. Arjun Juneja, Mr. Deval Mahadev Desai and Mr. Girish Narang were appointed w.e.f. August 06, 2024
7. Ms. Malini Sud retired from the position of Non-Executive - Independent Director w.e.f. February 12, 2025.
8. Mr. Amresh Kumar Verma has taken early retirement from the office of Whole-time Director and Key Managerial Personnel w.e.f. the closure of Business hours of August 06, 2024.
9. Mr. Ramesh Shankarmal Pilani appointed as Non Executive Independent Director of the Company has resigned w.e.f the closure of Business hours of January 27, 2025.

iii) Enterprises over which key management personnel and relatives of such personnel exercise significant influence with whom transactions has been undertaken:-

(i) Aquarian Fibrecement Private Limited

(ii) Vulcan Electro Controls Limited

(iii) The Hi-Tech Robotic Systemz Limited

(iv) The Hi-Tech Engineering Systems Private Limited

(v) Novus Hi-Tech Robotic Systemz Private Limited

(vi) Summit Inport Services Limited

(b) Transactions with related parties carried out in the ordinary course of business: (₹ in Mn.)

S. No	Particulars	Year	Related Parties: Subsidiary Company: 2545887 Ontario Inc., Canada	Related Parties: Subsidiary Company: Neo Tech Smart Solutions Inc. Canada	Related Parties: Subsidiary Company: Neo Tech Auto Systems Inc. USA	Related Parties: Step down Subsidiary: The Hi-Tech Gears Canada Inc.	Related Parties: Enterprise over which Key Management personnel and their relatives exercise significant influence: Aquarian Fibrecement Private Limited	Vulcan Electro Controls Limited	The Hi-Tech Engineering Systems Private Limited	The Hi-Tech Robotic Systems Limited	Summit Inport Services Limited	Related Parties: Key Management Personnel and its relatives	Total
1	Purchase of goods	31 March 2026	-	-	-	-	-	1,210.42	232.68	-	-	-	**1,443.10**
		31 March 2025	-	-	-	-	-	1,051.19	270.03	-	-	-	**1,321.22**
2	Sale of goods	31 March 2026	-	-	-	152.26	-	5.27	12.96	-	-	-	**170.49**
		31 March 2025	-	-	-	136.77	-	3.30	0.15	-	-	-	**140.22**
3	Rendering of job work/services	31 March 2026	-	-	-	-	-	0.00	2.55	-	-	-	**2.55**
		31 March 2025	-	-	-	-	-	0.00	4.54	-	-	-	**4.54**
4	Sale of assets	31 March 2026	-	-	-	-	-	0.39	-	-	-	-	**0.39**
		31 March 2025	-	-	-	-	-	-	-	-	-	-	**-**
5	Purchase of asset	31 March 2026	-	-	-	-	-	-	-	-	-	-	**-**
		31 March 2025	-	-	-	-	-	-	65.11	-	-	-	**65.11**
6	Receiving of job work/services	31 March 2026	-	0.71	0.63	-	-	168.14	-	30.00	-	-	**199.48**
		31 March 2025	-	0.61	2.74	-	-	156.13	-	30.00	-	-	**189.48**
7	Leasing or hire purchase arrangements	31 March 2026	-	-	-	-	22.87	-	-	-	-	-	**22.87**
		31 March 2025	-	-	-	-	20.79	-	-	-	-	-	**20.79**
8	Remuneration paid*	31 March 2026	-	-	-	-	-	-	-	-	-	145.05	**145.05**
		31 March 2025	-	-	-	-	-	-	-	-	-	136.35	**136.35**
9	Commission paid	31 March 2026	-	-	-	-	-	-	-	-	-	3.97	**3.97**
		31 March 2025	-	-	-	-	-	-	-	-	-	6.06	**6.06**
10	Sitting fees	31 March 2026	-	-	-	-	-	-	-	-	-	1.75	**1.75**
		31 March 2025	-	-	-	-	-	-	-	-	-	1.16	**1.16**
11	Rent Paid	31 March 2026	-	-	-	-	-	-	-	-	0.12	5.87	**5.99**
		31 March 2025	-	-	-	-	-	-	-	-	0.03	5.34	**5.37**
12	Loan Provided	31 March 2026	-	-	-	-	-	-	-	-	-	-	**-**
		31 March 2025	-	-	-	-	-	-	-	-	-	0.52	**0.52**
13	Interest on Loan	31 March 2026	4.45	-	-	-	-	-	-	-	-	-	**4.45**
		31 March 2025	4.22	-	-	-	-	-	-	-	-	-	**4.22**
14	Re-imbursement received	31 March 2026	-	-	-	-	-	-	-	-	-	-	**-**
		31 March 2025	-	-	-	-	-	-	-	-	-	-	**-**

***The remuneration of Key Managerial Personnel included in various schedules to statement of profit and loss is as under:**

(₹ in Mn)

Particulars*	31 March 2026	31 March 2025
Short term employee benefits	138.78	130.79
Defined contribution plan	6.27	5.56

* Does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

(c) Closing balance with related parties in the ordinary course of business : (₹ in Mn.)

S. No	Particulars	Year	Related Parties										Total
			Subsidiary Company			Step down Subsidiary	Enterprise over which Key Management personnel and their relatives exercise significant influence						
			2545887 Ontario Inc., Canada	Neo Tech Smart Solutions Inc. Canada	Neo Tech Auto Systems Inc. USA	The Hi-Tech Gears Canada Inc.	Aquarian Fibrecement Private Limited	Vulcan Electro Controls Limited	The Hi-Tech Engineering Systems Private Limited	The Hi-Tech Robotic Systems Limited	Summit Inport Services Limited	Key Management Personnel and its relatives	
1	Trade receivable	31 March 2026	-	-	0.04	15.43	-	-	-	-	-	-	**15.47**
		31 March 2025	-	-	0.04	32.12	-	-	-	-	-	-	**32.16**
2	Trade payable	31 March 2026	-	-	-	-	-	218.08	96.01	5.40	-	-	**319.49**
		31 March 2025	-	-	-	-	-	123.34	153.04	2.70	-	-	**279.08**
3	Other payable	31 March 2026	-	-	-	-	-	-	-	-	-	9.49	**9.49**
		31 March 2025	-	-	-	-	-	-	-	-	0.03	13.51	**13.54**
4	Other receivable	31 March 2026	80.18	-	-	-	-	-	-	-	-	-	**80.18**
		31 March 2025	70.06	-	-	-	-	-	-	-	-	0.52	**70.58**

Terms and conditions of transactions with related parties

i) All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis

ii) For the year ended 31 March, 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (2024-25: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

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Note - 37

Capital management

The Company's objectives when managing capital are to:

- To ensure Company's ability to continue as a going concern, and
- To provide adequate return to shareholders

Management assesses the capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company manages its capital requirements by overseeing the following ratios -

(₹ in Mn)

Particulars	31 March 2026	31 March 2025
Net debt*	971.33	1,044.30
Total equity	4,961.86	4,705.94
Net debt to equity ratio	**0.20**	**0.22**

**Net debt = non-current borrowings + current borrowings + current maturities of non-current borrowings + interest accrued - cash and cash equivalents*

Note - 38

Contingent liabilities and commitments

(to the extent not provided for)

A *Contingent liabilities*

1) Details of bank guarantees are as under:- **(₹ in Mn)**

S.No	Name of the beneficiary	31 March 2026	31 March 2025
1	Dy. Commissioner Customs Export, Tughlakabad, Delhi	0.15	0.15
2	The President of India (Through Asstt./Dy Commissioner of Customs)	0.48	0.48
3	Rajasthan Rajya Vidut Prasaran Nigam Limited	0.03	0.03
4	Haryana City Gas Distribution (Bhiwadi) LTD	2.78	2.78
5	Haryana City Gas Distribution (Bhiwadi) LTD	0.70	0.70
6	Ministry of Heavy Industries, Government of India,represented by IFCI Limited	10.00	10.00
7	Rajasthan Renewable Energy Corporation Limited	1.70	1.70
8	Chief Engineer NPP and RA Rajasthan Rajya Vidut Prasaran Nigam Ltd	0.02	0.02
9	Chief Engineer NPP and RA Rajasthan Rajya Vidut Prasaran Nigam Ltd	-	0.01
	Total	**15.86**	**15.87**

2) Contingent liabilities on account of statutory demands not provided for in the books of account are as follows:-

a) Direct Tax **(₹ in Mn)**

S.No	Particulars	Period to which the amount relates	31 March 2026	31 March 2025
1	Income Tax Act, 1961	Assessment Year 2019-20	2.66	2.66
	Income Tax Act, 1961	Assessment Year 2019-20	-	0.30
	Income Tax Act, 1961	Assessment Year 2019-20	0.06	0.05
	Total		**2.72**	**3.01**

b) **Indirect Tax** **(₹ in Mn)**

S.No	Particulars	Period to which the amount relates	31 March 2026	31 March 2025
1	Central Excise Act, 1944	April 2005 to March 2008	1.04	1.04
2	Central Excise Act, 1944	August 2014 to July 2015	2.02	2.02
3	Central Excise Act, 1944	August 2015 to February 2017	3.62	3.62
4	Central Excise Act, 1944	March 2017 to September 2017	1.60	1.60
5	Goods & Service Tax	Jan 2019 To March 2019	2.30	2.30
6	Goods & Service Tax	April 2020 To March 2021	0.88	-
7	Service Tax	September 2016 to March 2017	0.10	0.10
	Total		**11.56**	**10.68**

3) There are four legal cases filed by past employees against the Company for re-instatement/settlement of their dues/remuneration related matters. All cases are pending at various stages at courts of Rajasthan and Haryana. There is also in one of the the matter of commercial dispute of Company with one of supplier M/s. Happy Forgings Limited , the Hon'ble National Company Law Tribunal ("NCLT") Chandigarh passed an Order on August 30, 2024, admitting the Petition under Section 9 of the IBC Code 2016 and appointed an IRP. An appeal was filed before Hon'ble National Company Law Appellate Tribunal ("NCLAT"), Delhi challenging the Hon'ble NCLT Order and the Hon'ble NCLAT, Delhi vide its Order dated September 03, 2024, granted 'INTERIM STAY' of impugned NCLT Order and proceedings of IRP. The 'STAY' of the impugned order of NCLT is continuing and the matter is pending before Hon'ble NCLAT, Delhi for hearing. The financial impact of these cases, if any, is not identifiable and hence the same has not been provided in the financial statements of the Company.

B *Commitments:*

"Capital commitments (Net of advances)"

Estimated amount of contracts remaining to be executed on capital accounts Rs 78.66 Mn after adjusting advances (Previous years: 31 March 2025: Rs 27.97 Mn).

Note - 39

Dividends

A The Board of Directors at its meeting held on May 29, 2026 have recommended a Final dividend of ₹ 4.00/- per equity share of ₹ 10/- each i.e. @ 40% on paid-up equity share capital of the company subject to approval of members at its ensuing Annual General Meeting.

B Dividend declared and paid in earlier years are as follows –

(₹ in Mn)

Nature	31 March 2026	31 March 2025
Final dividend	93.97	93.89

Note - 40

Employee benefits

The Government of India has consolidated 29 labour laws into four New Labour Codes, effective 21 November 2025, with the supporting rules yet to be notified. The Company is in the process of evaluating the full impact of these New Labour Codes. Based on actuarial valuation, currently available guidance and management estimation, the increase in employee benefit obligations resulting from the change in law, amounting to Rs.15.5 Million is accounted for as past service cost and recognised as expense under the head Employee benefites expense in the Statement of Profit and Loss during the year ended March 31, 2026 in accordance with Ind AS 19.The Company continues to monitor the notification of Central and State Rules and will evaluate any further accounting implications arising from future developments.

A ***Compensated absences - earned leave***

Risk

Salary Increases	Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment Risk	If plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount Rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

i) Amounts recognised in the balance sheet: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Present value of the obligation	44.21	42.40
Net obligation recognised in balance sheet as provision	44.21	42.40
Current liability (amount due within one year)	**5.66**	**5.14**
Non-current liability (amount due over one year)	**38.55**	**37.26**

ii) Expenses recognised in statement of profit and loss: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Current service cost	7.47	6.17
Past Service Cost including curtailment Gains/Losses	6.80	-
Interest cost	2.88	3.16
Actuarial (gain)/loss net on account of:	-	-
-Changes in financial assumptions	(0.98)	-
-Changes in experience adjustment	(2.20)	1.13
Cost recognised during the year	**13.97**	**10.46**

iii) Movement in the liability recognised in the balance sheet is as under: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
a) Amount spent during the financial year ended 31 March 2026 and 31 March 2025 on:	42.40	43.75
Current service cost	7.47	6.17
Past Service Cost including curtailment Gains/Losses	6.80	-
Interest cost	2.88	3.16
Actuarial (gain)/loss net	(3.18)	1.13
Benefits paid	(12.16)	(11.81)
Present value of defined benefit obligation at the end of the year	**44.21**	**42.40**

iv) (a) For determination of the liability of the Company the following actuarial assumptions were used:

Particulars	31 March 2026	31 March 2025
Discount rate	7.08%	6.78%
Salary escalation rate	8.50%	8.50%
Retirement Age (years)	58.00	58.00
Ages	**Withdrawal rate (%)**	
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Leave		
Leave availment rate	5.00%	5.00%
Leave lapse rate while in service	0.00%	0.00%
Leave lapse rate on exit	0.00%	0.00%
Leave encashment rate while in service	5.00%	5.00%

Mortality rates inclusive of provision for disability -100% of IALM 2012-14

(b) Maturity profile of defined benefit obligation **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
0 to 1 year	5.66	5.14
1 to 2 year	2.65	1.99
2 to 3 year	2.52	3.00
3 to 4 year	2.70	2.67
4 to 5 year	3.35	2.30
5 to 6 year	3.42	3.43
6 year onwards	23.91	23.87

v) **Sensitivity analysis for compensated absences liability** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
a) Impact of the change in discount rate		
Present value of obligation at the end of the year	44.21	42.40
Impact due to increase of 0.50 %	(1.77)	(1.71)
Impact due to decrease of 0.50 %	1.91	1.84
b) Impact of the change in salary increase		
Present value of obligation at the end of the year	44.21	42.40
Impact due to increase of 0.50 %	1.87	1.80
Impact due to decrease of 0.50 %	(1.76)	(1.69)

Sensitivities due to mortality and withdrawals are not material. Hence impact of change is not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

B ***Gratuity***

Risk

Salary Increases	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment Risk	If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount Rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality & disability	Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

i) **Amounts recognised in the balance sheet:** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Present value of the obligation	146.71	145.43
Fair value of plan assets	147.42	154.05
Net (assets) / liability recognised in balance sheet as provision	(0.71)	(8.62)
Current (assets) liability (amount due within one year)	**(0.71)**	**(8.62)**

ii) **Gain recognised in other comprehensive income:** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Actuarial gain/(loss) on asset	0.75	0.02
Actuarial gain on PBO	16.71	0.96
Gain recognised in other comprehensive income	**17.46**	**0.98**

iii) **Actuarial (gain)/loss on obligation:** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Actuarial (gain)/loss net on account of:		
-Changes in financial assumptions	(2.19)	3.87
-Changes in experience adjustment	(14.53)	(4.83)

iv) **Expenses recognised in statement of profit and loss** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Current service cost	9.98	9.57
Past Service Cost including curtailment Gains/Losses	15.97	-
Interest cost	(0.58)	(0.99)
Cost recognised during the year	**25.37**	**8.58**

v) **Major categories of plan assets (as percentage of total plan assets)**

Particulars	31 March 2026	31 March 2025
Government of India Securities	0%	0%
State Government securities	0%	0%
High Quality Corporate Bonds	0%	0%
Equity Shares of listed companies	0%	0%
Funds managed by insurer	100%	100%
Bank Balance	0%	0%
Total	**100%**	**100%**

vi) **Change in plan assets is as under:** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Fair value of plan assets at the beginning of the period	154.05	156.55
Actual return on plan assets	11.19	11.34
Employer contributions	-	2.57
Benefits paid	-17.82	(16.41)
Fair value of plan assets at the end of the period	**147.42**	**154.05**

vii) **Movement in the liability recognised in the balance sheet is as under:** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Present value of defined benefit obligation at the beginning of the year	145.43	142.89
Current service cost	9.98	9.57
Past Service Cost including curtailment Gains/Losses	15.97	-
Interest cost	9.86	10.33
Actuarial gain net	(16.71)	(0.95)
Benefits paid	(17.82)	(16.41)
Present value of defined benefit obligation at the end of the year	**146.71**	**145.43**

viii) (a) **For determination of the liability of the Company the following actuarial assumptions were used:**

Particulars	31 March 2026	31 March 2025
Discount rate	7.08%	6.78%
Salary escalation rate	8.50%	8.50%
Retirement age (years)	58.00	58.00
Withdrawal rate		
Up to 30 years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Weighted average duration of PBO	7.86	10.49

Mortality rates inclusive of provision for disability -100% of IALM 2012-14 (P.Y. 2012 – 14)

(b) **Maturity profile of defined benefit obligation:** **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
0 to 1 year	25.55	21.12
1 to 2 year	11.55	10.80
2 to 3 year	12.77	10.78
3 to 4 year	13.65	13.32
4 to 5 year	14.28	12.59
5 to 6 year	12.56	12.22
6 year onwards	56.35	64.60

ix) **Sensitivity analysis for gratuity liability:** (₹ in Mn)

Particulars	31 March 2026	31 March 2025
a) Impact of the change in discount rate		
Present value of obligation at the end of the year	146.71	145.43
Impact due to increase of 0.50 %	(3.96)	(4.33)
Impact due to decrease of 0.50 %	4.19	4.58
b) Impact of the change in salary increase		
Present value of obligation at the end of the year	146.71	145.43
Impact due to increase of 0.50 %	3.75	4.23
Impact due to decrease of 0.50 %	(3.62)	(4.05)

Sensitivities due to mortality and withdrawals are not material .Hence impact of change is not calculated

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

Note - 41

Segment information

In line with the provisions of Ind AS 108 – operating segments, the operations of the Company fall primarily under manufacturing of gears and transmissions, which is considered to be the only reportable segment by the management.

Since all the manufacturing activity is done at India, therefore segregation of expenses/result/assets/liabilities to each of the geographic location is not practicable. The geographic segments individually contributing 10 percent or more of the Company's revenues are given below:

(₹ in Mn)

Geographical Segment	Revenue	
	31 March 2026	31 March 2025
India	5,030.48	4,788.29
America	618.22	873.12
Others	1,018.97	914.68
Total	**6,667.67**	**6,576.09**

Information about major customer

During the year ended 31 March 2025 revenue of approximately 70.57% are derived from 3 external customer ((previous year: 67.88% was derived from 3 external customer) having more than 10% share independently

Note - 42

Disclosure under Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets": Movements in each class of provision during the financial year, are set out below:

(₹ in Mn)

Particulars	Provision on rate differences*
As at 31 March 2024	**31.22**
Less: Amounts used during the year	(14.91)
As at 31 March 2025	**16.31**
Less: Amounts used during the year	(6.69)
As at 31 March 2026	**9.62**

*This provision reflects the amount that could be payable on account of foreign exchange adjustment on export.

Note - 43

Revenue recognised in relation to contract liabilities

Ind AS 115 requires disclosure of major changes on account of revenue recognised in the reporting period from the contract liability balance at the beginning of the period and other changes, as summarised below:

(₹ in Mn)

Description	Year ended 31 March 2026	Year ended 31 March 2025
Contract liabilities at the beginning of the year	37.07	22.47
Less: performance obligations satisfied in current year	(29.48)	(1.83)
Add: advance received during the year.	6.10	16.43
Contract liabilities at the end of the year	**13.69**	**37.07**

Disaggregation of revenue

Revenue arises mainly from the sale of manufactured and traded goods, sale of software, and job work services.

(₹ in Mn)

Description	Year ended 31 March 2026	Year ended 31 March 2025
Sale of goods	6,665.12	6,572.89
Job work	2.55	3.20
	6,667.67	**6,576.09**

(₹ in Mn)

Geographical markets	Year ended 31 March 2026	Year ended 31 March 2025
India	5,030.48	4,788.29
America	618.22	873.12
Others	1,018.97	914.68
	6,667.67	**6,576.09**

Reconcile the amount of revenue recognised in the statement of profit and loss with the contracted price **(₹ in Mn)**

Description	Year ended 31 March 2026	Year ended 31 March 2025
Revenue recognised during the year	6,667.67	6,576.09
Less: Discount, rebates, credits etc.	-	-
Revenue as per the contact	**6,667.67**	**6,576.09**

Timing of Revennue recognition: **(₹ in Mn)**

Description	Year ended 31 March 2026	Year ended 31 March 2025
Revenue recognised at point in time		
Sale of goods	6,665.12	6,572.89
Revenue recognised over time		
Job work	2.55	3.20
	6,667.67	**6,576.09**

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Derivative financial instruments and hedge accounting

The Company is exposed to foreign currency risk from foreign currency borrowings and highly probable forecasted sales, primarily denominated in USD and EURO. The Company has a risk management policy which aims to hedge foreign currency and interest rate arising from its borrowings denominated in a currency other than the functional currency of the Company. The Company uses cross currency swap and interest rate swaps to hedge its exposure to foreign currency and interest rate risk. The Company designates certain derivatives as hedging instruments in respect of foreign currency risk and interest rate risk in cash flow hedges.

Hedge ineffectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company uses dollar offset method using a hypothetical derivatives, dollar offset method is a quantitative method that consists of comparing the change in fair value or cash flows of the hedging instrument with the change in fair value or cash flows of the hedged item attributable to the hedged risk.

The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk and notional amount of the hedging instruments are identical to the hedged items.

Impact of hedging activities

(a) Disclosures of effects of hedge accounting on balance sheet:

As on 31 March 2026 **(₹ in Mn)**

Type of hedge and risks	Notional amount	Carrying amount of hedging instruments		Maturity dates	Hedge ratio	Weighted average strike price/rate	Change in fair value of hedging instruments	Change in value of hedged item used as the basis for recognising hedge effectiveness
		Assets (₹ in mn)	Liabilities (₹ in mn)					
Cash flow hedge								
Foreign exchange risk								
(i) Cross currency swaps	EUR -	-	-			-	-	-
Interest rate risk								
(ii) Interest rate swaps	USD -	-	-			-	-	-

As on 31 March 2025 **(₹ in Mn)**

Type of hedge and risks	Notional amount	Carrying amount of hedging instruments		Maturity dates	Hedge ratio	Weighted average strike price/rate	Change in fair value of hedging instruments	Change in value of hedged item used as the basis for recognising hedge effectiveness
		Assets (₹ in mn)	Liabilities (₹ in mn)					
Cash flow hedge								
Foreign exchange risk								
(i) Cross currency swaps	EUR 6.46	-	-	Jun 2020 - Dec 2024	1:1	78.18	10.31	(10.31)
Interest rate risk								
(ii) Interest rate swaps	USD -	-	-			-	(8.23)	8.23

(b) Disclosure of effects of hedge accounting on statement of profit and loss

For the year ended 31 March 2026 **(₹ in Mn)**

Type of hedge	Change in value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised	Amount reclassified from cash flow hedge reserve	Line item affected on reclassification
Cash flow hedge				
Foreign exchange risk	-	-	-	Revenue
Interest rate risk	-	-	-	Finance cost

For the year ended 31 March 2025 **(₹ in Mn)**

Type of hedge	Change in value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised	Amount reclassified from cash flow hedge reserve	Line item affected on reclassification
Cash flow hedge				
Foreign exchange risk	10.31	-	-	Revenue
Interest rate risk	(8.23)	-	-	Finance cost

(c) Movement in cash flow hedging reserve

(₹ in Mn)

	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow hedge reserve		
Opening Balance	**0.00**	**(2.08)**
Add: Changes in fair value of hedging instruments	-	2.08
Less: Amounts reclassified to profit or loss	-	-
Less: Deferred tax relating to above (net)	-	-
Closing Balance	**0.00**	**0.00**

Note - 45

Lease related disclosures

The Company has leases for land, solar plants, flat and office building. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability as a borrowings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

A Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

(₹ in Mn)

Particulars	31 March 2026	31 March 2025
Short-term leases	6.98	6.24
Leases of low value assets	-	-
Variable lease payments	-	-

B Total cash outflow for leases for the year ended 31 March 2026 was Rs. 78.63 Mn (previous year 31 March 2025 was Rs. 72.24 Mn).

C The Company has total commitment for short-term leases of Rs. 7.28 Mn as at 31 March 2026 (previous year 31 March 2025 was Rs. 6.67 Mn).

D Amounts recognised in the statement of profit or loss: (₹ in Mn)

Particulars	31 March 2026	31 March 2025
Amortization on right-of-use assets	39.60	38.52
Interest on lease liabilities	47.05	45.95

E Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

(₹ in Mn)

31 March 2026	Minimum lease payments due						
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total
Lease payments	78.52	77.66	63.87	48.97	48.57	742.85	**1,060.44**
Interest expense	44.04	40.92	37.75	36.42	35.31	343.86	**538.30**
Net present values	**34.48**	**36.74**	**26.12**	**12.55**	**13.26**	**398.99**	**522.14**

31 March 2025	Minimum lease payments due						
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total
Lease payments	78.63	78.52	77.67	63.87	48.97	791.42	**1,139.08**
Interest expense	47.05	44.04	40.92	37.76	36.42	379.17	**585.36**
Net present values	**31.58**	**34.48**	**36.75**	**26.11**	**12.55**	**412.25**	**553.72**

F Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2026 is Nil (31 March 2025 is of Rs.Nil).

G Information about extension and termination options

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Land	7	19-90 years	52 years	3	4	3
Residential flat*	4	69-74 years	72 years	0	4	0
Factory premises	1	3 years	3 years	1	0	1
Solar plants	3	19-24 years	22 years	3	3	3

Note - 46

ESOP Related Disclosure

a. Description of share based payment arrangements

i. Share Options Schemes

The Hi-Tech Gears Limited Stock Incentives Plan, 2021

The Scheme has been adopted by the Board of Directors on 12 April 2021, read with the Special Resolution passed by the Members of the Company on 29 September 2021 and shall be deemed to come into force with effect from 29 September 2021 being the date of approval by the Members. The maximum number of options that can be granted to any eligible employee were reserved at 600,000 Equitys shares representing 3.20% of the outstanding number of shares issued by the company on the date when the plan is approved. For vesting, there shall be a lock in of minimum period of one year between Grant of options and its vesting. Vesting of Options will take place over period of four years in the manner as under:

- On completion of Year 3 from date of Grant: 50% of options granted
- On completion of Year 4 from date of Grant: 50% of options granted
- Employee's continuity in the organization
- No disciplinary proceeding pending against the Participants on the date of vesting

Nomination and Remuneration Committee has approved revised vesting period for Options granted on 5th November 2022, 22th November 2022 and 09th Janaury 2024 as follows:-

Vesting Schedule: end of		
1st Year	2nd Year	3rd Year
34%	33%	33%

Further, Nomination And Remuneration Committee has granted options on 12 February 2025 and 24 February 2026 with revised vesting period as follows:-

Vesting Schedule: end of			
1st Year	2nd Year	3rd Year	4th Year
20%	20%	30%	30%

Set out below is a summary of options granted under the plan:

	31 March 2026		31 March 2025	
	Weighted average exercise price per share option (INR)	Number of options	Weighted average exercise price per share option (INR)	Number of options
Opening balance	10	40,007	10	47,122
Granted during the year	10	12,318	10	9,224
Exercised during the year	10	(20,330)	10	(15,031)
Forfeited/expired during the year	10	-	10	(1,308)
Closing balance	**10**	**31,995**	**10**	**40,007**
Vested and exercisable	10	6,497	10	6,504

Share options outstanding at the end of the year has following exercise prices and weighted average remaining contractual life:

Grant date	31 March 2026			31 March 2025		
	Exercise price	Share options	weighted average remaining contractual life	Exercise price	Share options	weighted average remaining contractual life
05 November 2022	10	-	-	10	3,666	3.10
22 November 2022	10	1,569	0.15	10	2,877	1.15
22 November 2022	10	1,523	1.15	10	2,792	2.15
22 November 2022	10	1,523	2.15	10	9,011	3.15
09 January 2024	10	835	1.28	10	835	2.28
09 January 2024	10	809	2.28	10	5,801	3.28
09 January 2024	10	5,801	3.28	10	5,801	4.28
12 February 2025	10	238	2.37	10	1,845	3.37
12 February 2025	10	1,845	3.37	10	1,845	4.37
12 February 2025	10	2,767	4.37	10	2,767	5.37
12 February 2025	10	2,767	5.37	10	2,767	6.37
24 February 2026	10	2,465	3.41	-	-	-
24 February 2026	10	2,465	4.41	-	-	-
24 February 2026	10	3,694	5.41	-	-	-
24 February 2026	10	3,694	6.41	-	-	-

b. Measurement of fair values

The fair values are measured based on the Black-Scholes-Merton model. The fair value of the options and inputs used in the measurement of the grant date and measurement date fair values of the equity -settled and cash settled share based payments are as follows:

Options granted on	Fair value per Option at grant date (in INR)	Share price at grant date (in INR)	Exercise price (in INR)	Expected volatility	Expected life (in years)	Expected dividend yield	Risk-free interest rate
05 November 2022	211.94	225.85	10	59.71%	3.50	0.66%	6.96%
05 November 2022	211.94	225.85	10	55.49%	4.50	0.66%	7.07%
05 November 2022	211.94	225.85	10	53.10%	5.50	0.66%	7.13%
22 November 2022	244.12	258.10	10	59.71%	3.50	0.58%	6.81%
22 November 2022	244.12	258.10	10	55.49%	4.50	0.58%	6.91%
22 November 2022	244.12	258.10	10	53.10%	5.50	0.58%	6.97%
09 January 2024	469.93	488.40	10	55.78%	3.50	0.51%	6.78%
09 January 2024	469.93	488.40	10	58.62%	4.50	0.51%	6.80%
09 January 2024	469.93	488.40	10	56.48%	5.50	0.51%	6.82%
12 February 2025	669.5	702.20	10	52.50%	3.50	0.71%	6.33%
12 February 2025	669.5	702.20	10	53.70%	4.50	0.71%	6.34%
12 February 2025	669.5	702.20	10	56.80%	5.50	0.71%	6.37%
12 February 2025	669.5	702.20	10	54.80%	6.50	0.71%	6.40%
24 February 2026	611.29	644.05	10	47.21%	3.50	0.80%	5.80%
24 February 2026	611.29	644.05	10	48.16%	4.50	0.80%	5.95%
24 February 2026	611.29	644.05	10	49.52%	5.50	0.80%	6.09%
24 February 2026	611.29	644.05	10	52.39%	6.50	0.80%	6.22%

c. Effect of employee stock option schemes on the statement of profit and loss

Particulars	31 March 2026	31 March 2025
Employee stock option scheme expense	3.41	3.62
	3.41	3.62

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Ratio	Numerator	Denominator	31 March 2026	31 March 2025	% Change
Current ratio	Current Assets	Current Liabilities	2.03	1.89	7.48%
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.20	0.24	-16.52%
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses+Interest	Debt service = Interest & Lease Payments + Principal Repayments	4.20	1.27	230.79%
Return on Equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	6.86%	10.39%	-3.53%
Inventory Turnover ratio	Cost of goods sold	Average Inventory	3.60	3.82	-5.85%
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	5.29	5.09	3.91%
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	5.15	4.93	4.53%
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	4.58	5.32	-13.95%
Net Profit ratio	Net Profit	Net sales = Total sales - sales return	4.96%	7.20%	-2.25%
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	9.56%	14.08%	-4.51%
Return on Investment	Change in value of investment and dividend income	Investment	7.39%	(94.78%)	102.17%

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OTHER STATUTORY INFORMATION

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company do not have any transactions with companies struck off.

(iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Company have not entered in any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Company has borrowings from banks and others on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and others are in agreement with the books of accounts.

(ix) The Company is not declared as willful defaulter by any bank or financial institution or other lender.

(x) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(xi) There is no approved scheme(s) of arrangement.

(xii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both.

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Disclosures pursuant to regulation 34 of Securities and Exchange Board of India (listing obligations and disclosure requirements) regulations, 2015 and section 186 of the companies Act, 2013

	31 March 2026			31 March 2025		
	Subsidiary Company			Subsidiary Company		
	2545887 Ontario Inc., Canada	Neo -Tech Smart Solutions Inc. Canada	Neo -Tech Auto Systemz Inc. USA	2545887 Ontario Inc., Canada	Neo -Tech Smart Solutions Inc. Canada	Neo -Tech Auto Systemz Inc. USA
Investments made are given under the respective heads (Refer note.8)	1,534.55	2.15	0.64	1,534.55	2.15	0.64
Loan given are given under the respective heads *(Refer note.9)	80.18	0.00	0.00	70.06	0.00	0.00
Maximum Amount outstanding during the year	80.18	0.00	0.00	78.34	0.00	0.00

* The loan given to the subsidiary was unsecured and carried an interest @ 5.90% p.a. (monthly cumulative) during the previous year.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
The Hi-Tech Gears Limited

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997ELQVIA7580

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Place: Ludhiana
Date: May 29, 2026

Vijay Mathur
Chief Financial Officer
Place: New Delhi

Naveen Jain
Company Secretary
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE HI-TECH GEARS LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of The HI-TECH GEARS LIMITED (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as the "Group"), which comprise the consolidated Balance Sheet as at March 31, 2026, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditors on separate financial statements of subsidiaries the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matters	Auditor's Response
1. Inventories	
Existence, Valuation of inventory and significant judgments, estimates relating to provision for obsolescence of slow and non-moving inventory Inventories aggregate to Rs. 1,002.82 Mn as at March 31, 2026. Inventory comprises of raw material including work in progress, finished goods and stores and spares. We have identified the inventories as key audit matter because it is material to the financial statements. Refer note 12 to the Consolidated financial statements.	• We read and understood the Company's accounting policy for inventory valuation. Obtained understanding of the management's process of inventory valuation and inventory physical verification performed at year end. • Observed the physical stock count process on a sample basis for selected locations by attending the physical stock-taking exercise conducted by management; further, we physically verified items on test check basis. • We obtained understanding of the inventory valuation process, and the assumptions used by the management in the process of calculation of inventory provision. We have tested management review controls and operating effectiveness of controls related to purchase, sales and Inventory verification. • The Company has a policy for write-down of inventories to net realizable value on account of obsolescence and slow -moving inventory which is recognized on a case-to-case basis based on the management's assessment. Write-down of inventories to net realizable value is subjective owing to the nature of inventories and is dependent on significant judgments around probability of decrease in the realizable value. • We tested the basis of computation of net realizable value including arithmetical accuracy, validity of the data used and provision for slow or non-moving inventory and obsolescence at the reporting date is appropriate, by assessing the methodology and assumptions adopted by management supported by analysis of historical data. • We performed cut off testing for purchase and sales transactions made near the reporting date to assess whether transactions are recorded in the correct period by testing appropriate records. • Ensured that the closing Inventory valuation is in line with the Stock and Debtors statement furnished to the lenders for security purpose is reconciled with books of account on quarterly basis.
2. Contingent liabilities	
There are legal and tax cases against the Company which have been identified as a. key audit matter due to the uncertainties involved in these tax and legal claims and significant judgement is required. Refer to the note no.38 "Contingent liabilities" to the notes to the standalone financial statements.	Audit procedures in respect of this area: • We gained an understanding of the process of identification of legal and tax cases and evaluated the design and implementation of controls in respect of these contingent liabilities. • For legal and tax matters, our procedures included testing key controls surrounding litigation and tax procedures; discussing matters with the Company's litigation and tax teams; and assessing management's conclusions through understanding precedents set in similar cases. • Validated the completeness and appropriateness of the related disclosures with regard to the facts and circumstances of the legal and tax matters.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion & Analysis Report and Board's Report including Annexures to Board's Report, but does not include the consolidated financial statements and our auditor's report thereon. The Management Discussion & Analysis Report and Board's Report including Annexures to Board's Report, are expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read Management Discussion & Analysis Report and Boards Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's and Those Charged with Governance's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding company, which is a company incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and material audit findings, including any material deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the consolidated annual financial statements of one subsidiary (including its four step-down subsidiaries) and financial statements of other two subsidiaries included in the consolidated financial results, whose annual financial statements reflect total assets of Rs. 3369.60 million and Rs 3369.60 million at 31 March 2026, as well as the total revenue of Rs. 586.27 million and Rs.2579.98 million, total net profit/(loss) after tax of Rs. (17.47) million and Rs (120.52) million, total comprehensive income/(loss) of Rs. 63.22 million and Rs. 134.94 million for the quarter and year ended on that date respectively and net cash inflow Rs. 10.61 million for the year ended 31 March 2026.

   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 statements of other two subsidiaries have been audited by other auditors 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 audited 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.

   Our report is not modified in respect of this matter with respect to our reliance on the work done by and the reports of other auditors.

b. The Statement includes the consolidated financial results for the quarter ended 31 March, 2026, being the balancing figures between the audited consolidated figures in respect of the full financial year and the published unaudited year-to-date consolidated figures up to the quarter of the current financial year, which were subject to limited review by us.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the basis of consideration of report of the auditor on a separate financial statement and the other information of the subsidiaries, as noted in the Other Matters paragraph, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2026 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i) The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group. - Refer Note 40 to the consolidated financial statements.

   ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 45A to the Financial Statements.

   iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

   iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

   b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

c) Based on such audit procedures that the we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) a) The final dividend proposed in the previous year, declared and paid by the company during the year is in accordance with section 123 of the Act, as applicable.

b) As stated in note 41 to the Consolidated financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section of the Act, as applicable.

vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2026.

Further, in regard to above mentioned Subsidiaries and step-down subsidiaries, this rule is not applicable for Companies incorporated outside India (refer Para 17 of Guidance note on Audit Trail, issued by ICAI)

vii) CARO 2020 is not applicable on the Report of the other Auditors of the subsidiary companies.

3 With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

FOR YAPL & CO.
CHARTERED ACCOUNTANTS
FRN. 017800N

(CA SAKSHI GARG)
PARTNER
M.NO. 553997
UDIN: 26553997POEXLJ7959

PLACE : Ludhiana
DATED : 29.05.2026

Annexure 'A' To the Independent Auditors' Report of even date on the Consolidated Financial Statement of The Hi-Tech Gears Limited

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements section of our report of even date to the Members of The Hi-Tech Gears Limited)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of The Hi-Tech Gears Limited (hereinafter referred to as "the Company" or the "Holding Company") which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company, which is a company incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Financial Statements.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, which is a company incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on "the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the Holding Company, which is a Company incorporated in India. We did not audit the internal financial controls over financial reporting in so far as it relates to the subsidiary companies, which are companies incorporated outside India and whose annual financial statements reflect total assets of Rs. 3369.60 million and Rs 3369.60 million at 31 March 2026, as well as the total revenue of Rs. 586.27 million and Rs.2579.98 million, total net profit/(loss) after tax of Rs. (17.47) million and Rs (120.52) million, total comprehensive income/(loss) of Rs. 63.22 million and Rs. 134.94 million for the quarter and year ended on that date respectively and net cash outflow Rs. 10.61 million for the year ended 31 March 2026.

FOR YAPL & CO.
CHARTERED ACCOUNTANTS
FRN. 017800N

(CA SAKSHI GARG)
PARTNER
M.NO. 553997
UDIN: 26553997POEXLJ7959

PLACE : Ludhiana
DATED : 29.05.2026

The Hi-Tech Gears Limited

Consolidated Balance Sheet as at 31 March 2026

(₹ in Mn)

	Note	31 March 2026	31 March 2025
Assets			
Non-current assets			
Property, plant and equipment	6	2,984.85	3,111.94
Capital work-in-progress	6	66.80	11.79
Right-of-use assets	7A	586.34	625.04
Goodwill	7	383.15	304.18
Other intangible assets	7	408.46	413.52
Financial assets			
Investments	8	6.81	6.37
Loans	9 A	3.52	1.41
Other financial assets	10 A	58.04	59.33
Deferred tax assets (net)	21 A	17.47	2.48
Other non-current assets	11 A	56.87	57.12
Total non-current assets		**4,572.31**	**4,593.18**
Current assets			
Inventories	12	1,407.73	1,254.68
Financial assets			
Trade receivables	13	1,731.68	1,530.44
Cash and cash equivalents	14	63.28	114.33
Other bank balances	15	288.22	243.06
Loans	9 B	4.94	3.34
Other financial assets	10 B	52.02	49.02
Current tax assets (net)	16 A	22.97	13.49
Other current assets	11 B	249.82	239.25
Total current assets		**3,820.66**	**3,447.61**
Total assets		**8,392.97**	**8,040.79**
Equity and liabilities			
Equity			
Equity share capital	17	188.13	187.93
Other equity	18	5,038.25	4,647.82
Total equity		**5,226.38**	**4,835.75**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19 A	73.88	216.91
Lease liabilities	19 A(i)	1,094.83	1,053.72
Provisions	20 A	38.55	37.26
Deferred tax liabilities (net)	21 B	50.66	38.61
Other non-current liabilities	22 A	7.60	8.06
Total non-current liabilities		**1,265.52**	**1,354.56**
Current liabilities			
Financial liabilities			
Borrowings	19 B	533.74	593.69
Lease liabilities	19 B(i)	122.87	157.57
Trade payables	23		
- total outstanding dues of micro enterprises and small enterprises		77.53	70.52
- total outstanding dues of creditors other than micro enterprises and small enterprises		933.94	769.23
Other financial liabilities	24	179.75	165.49
Other current liabilities	22 B	34.79	66.90
Provisions	20 B	15.27	21.45
Current tax liabilities (net)	16 B	3.18	5.63
Total current liabilities		**1,901.07**	**1,850.48**
Total equity and liabilities		**8,392.97**	**8,040.79**

Summary of significant accounting policies and accompanying notes form an integral part of these consolidated financial statements.
This is the consolidated balance sheet referred to in our report of even date.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
The Hi-Tech Gears Limited

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997POEXLJ7959

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Vijay Mathur
Chief Financial Officer
Place: Gurgaon

Naveen Jain
Company Secretary
Place: Gurgaon

Place: Ludhiana
Date: May 29, 2026

The Hi-Tech Gears Limited

Consolidated statement of profit and loss for the year ended 31 March 2026

(₹ in Mn)

	Note	31 March 2026	31 March 2025
Revenue			
Income from operations	25	9,084.25	9,269.64
Other income	26	143.80	117.17
Total Income		**9,228.05**	**9,386.81**
Expenses			
Cost of materials consumed	27	4,574.03	4,515.73
Purchase of stock-in-trade	28	73.73	156.36
Changes in inventories of finished goods and work-in-progress	29	(57.50)	(50.90)
Employee benefits expense	30	1,755.06	1,635.43
Finance costs	31	148.49	213.71
Depreciation and amortisation expense	6 ,7 & 7A	673.37	634.66
Other expenses	32	1,728.01	1,654.16
Total Expenses		**8,895.19**	**8,759.15**
Profit before execptional items and tax		**332.86**	**627.66**
Income from execptional items		-	**-**
Profit before and tax		**332.86**	**627.66**
Tax expense			
Current tax	33	132.60	170.98
Deferred tax charge/(credit)	33	(9.10)	35.63
Earlier years tax adjustments (net)		(0.43)	17.42
Profit for the year		**209.79**	**403.63**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gain on defined benefit plans		17.46	0.97
Equity Instruments through Other Comprehensive Income		0.44	(116.17)
Income tax relating to items that will not be reclassified to profit and loss		(4.46)	21.39
Items that will be reclassified to profit or loss			
Effective portion of gain/ (loss) on fair value hedge		-	2.08
Exchange differences on translating foreign operations		255.46	(31.66)
Income tax relating to items that will be reclassified to profit and loss		-	(19.47)
Other Comprehensive Income, net of tax		**268.90**	**(142.86)**
Total comprehensive income for the year		**478.69**	**260.77**
Earnings per equity share (₹ 10 per share)	34		
Basic (₹)		11.16	21.49
Diluted (₹)		11.15	21.46

Summary of significant accounting policies and accompanying notes form an integral part of these consolidated financial statements.
This is the consolidated statement of profit or loss referred to in our report of even date

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
The Hi-Tech Gears Limited

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997POEXLJ7959

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Place: Ludhiana
Date: May 29, 2026

Vijay Mathur
Chief Financial Officer
Place: Gurgaon

Naveen Jain
Company Secretary
Place: Gurgaon

The Hi-Tech Gears Limited

Consolidated statement of changes in equity for the year ended 31 March 2026

A Equity share capital* **(₹ in Mn)**

Particulars	Opening balance as at 1 April 2024	Changes during the year	Balance as at 31 March 2025	Changes during the year	Balance as at 31 March 2026
Equity share capital	187.78	0.15	187.93	0.20	188.13

B Other equity** **(₹ in Mn)**

Particulars	Reserves and surplus				Other Comprehensive Income			
	General reserve	Security Premium	Retained earnings	Stock Options Outstanding	Foreign currency translation reserve	Cash flow hedge reserve	FVOCI - equity investments	Total
Balance as at 1 April 2024	308.08	2.36	3,780.83	5.58	313.13	(2.08)	65.85	4,473.75
Profit for the year	-	-	403.63	-	-	-	-	403.63
Other comprehensive income for the year (net of tax impact)	-	-	(17.99)	-	(31.66)	2.08	(94.54)	(142.11)
Share option charge during the year	-	4.72	-	1.72	-	-	-	6.44
Dividend paid during the year including tax impact refer note no.41	-	-	(93.89)	-	-	-	-	(93.89)
Balance as at 31 March 2025	**308.08**	**7.08**	**4,072.58**	**7.30**	**281.47**	**(0.00)**	**(28.69)**	**4,647.82**
IND AS 116	-	-	-	-	-	-		
Profit for the year	-	-	209.79	-	-	-	-	209.79
Other comprehensive income (net of tax impact)	-	-	13.00	-	255.46	-	0.44	268.90
Share option charge during the year	-	6.65	-	(0.94)	-	-	-	5.71
Dividend paid during the year including tax impact (refer note no.41)	-	-	(93.97)	-	-	-	-	(93.97)
Balance as at 31 March 2026	**308.08**	**13.73**	**4,201.40**	**6.36**	**536.93**	**(0.00)**	**(28.25)**	**5,038.25**

**Refer note 17 for details*

***Refer note 18 for details*

Summary of significant accounting policies and accompanying notes form an integral part of these consolidated financial statements.
This is the statement of change in equity referred to in our report of even date.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

For and on behalf of
The Hi-Tech Gears Limited

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997POEXLJ7959

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Place: Ludhiana
Date: May 29, 2026

Vijay Mathur
Chief Financial Officer
Place: Gurgaon

Naveen Jain
Company Secretary
Place: Gurgaon

The Hi Tech Gears Limited

Consolidated cash flow statement for the year ended 31 March 2026

(₹ in Mn)

	31 March 2026	31 March 2025
A Cash flow from operating activities		
Profit before tax	332.86	627.66
Adjustments for:		
Depreciation and amortisation expense	673.37	634.66
Gain on disposal of property, plant and equipment (net)	(1.47)	(6.93)
Interest income classified as investing cash flows	(23.77)	(32.07)
Income recognised on account of government assistance	(0.46)	(0.76)
Employee compensastion	3.41	3.62
Dividend income classified as investing cash flows	(0.03)	(0.03)
Provisions written back	(0.06)	-
Provision for doubtful debts	(6.05)	4.00
Unrealised foreign exchange rate difference (net)	39.02	(36.20)
Unrealised (profit)/loss on mark to market of forward contracts	-	2.08
Finance costs	148.49	213.71
Operating profit before working capital changes	**1,165.30**	**1,409.74**
Movement in working capital		
(Increase)/decrease in inventories	(153.04)	(18.35)
(Increase)/decrease in other financial assets	(3.00)	12.23
(Increase)/decrease in trade receivables	(172.30)	469.40
(Increase)/decrease in other non-current assets	(0.20)	(0.44)
(Increase)/decrease in other current assets	(10.57)	45.75
Increase/(decrease) in other financial liability	19.89	(48.90)
Increase/(decrease) in other current liability	(32.11)	14.02
Increase/(decrease) in provision	18.67	13.48
Increase/(decrease) in trade and other payables	170.55	(240.57)
Cash flow from operating activities post working capital changes	**1,003.19**	**1,656.36**
Income tax paid (net)	(142.41)	(165.96)
Net cash flows from operating activities (A)	**860.79**	**1,490.40**
B Cash flows from investing activities		
Payments for property, plant and equipment and capital work-in-progress	(321.98)	(240.45)
Proceeds from sale of property, plant and equipment	4.55	9.97
Proceeds/(Payments) for of margin money and bank deposits	(43.97)	186.18
Proceeds/(Repayment) of loans and advances	(3.70)	0.36
Interest received	24.14	32.07
Dividend received	0.03	0.03
Net cash used in investing activities (B)	**(340.93)**	**(11.84)**
C Cash flows from financing activities*		
Finance cost paid	(148.56)	(213.10)
Proceeds from issue of equity share capital	0.20	0.15
Payment of lease liability	(88.54)	(72.52)
Repayment of borrowings	(240.04)	(1,124.68)
Dividends paid (including tax)	(93.97)	(93.89)
Net cash flow from financing activities (C)	**(570.91)**	**(1,504.04)**
Net increase (decrease) in cash and cash equivalents (A+B+C)	(51.05)	(25.48)
Cash and cash equivalents at the beginning of the year	114.33	139.81
Cash and cash equivalents at the end of the year	**63.28**	**114.33**

**Refer note 19 for reconciliation of liabilities arising from financing activities*

This is the consolidated cash flow statement referred to in our report of even date.

Note: The above consolidated cash flow statement has been prepared under the "Indirect method" as set out in the Indian Accounting Standard (IND AS-7) statement of cash flow.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997POEXLJ7959

Place: Ludhiana
Date: May 29, 2026

For and on behalf of
The Hi-Tech Gears Limited

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Vijay Mathur
Chief Financial Officer
Place: Gurgaon

Naveen Jain
Company Secretary
Place: Gurgaon

Notes to the consolidated financial statements for the year ended 31 March 2026

1. Corporate Information

The Hi -Tech Gears Limited ("the Company") together with its subsidiaries (collectively referred to as 'Group') is a Company domiciled in India and limited by shares (CIN: L29130HR1986PLC081555). The shares of the Company are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Company's registered office is Plot no 24,25,26 Sector-7 IMT Manesar Gurgaon-122050, Haryana, India.

The Company is an auto component manufacturer (a Tier 1 supplier).

2. General information

These Consolidated Financial Statements of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The Group has uniformly applied the accounting policies for the periods presented.

These consolidated financial statements for the year ended 31 March 2026 in accordance with Ind AS 110 and the same were also approved for issue by the Board of Directors on 29 May 2026.

3. Basis of Preparation of Consolidated Financial Statement

3.1 Compliance with Ind AS

These Consolidated Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013.

3.2 Basis of measurement/Use of Estimates

(i) The Consolidated Financial Statements are prepared on going concern and accrual basis under the historical cost convention except certain financial assets, financial liabilities and defined benefits plans- plan assets that are measured at fair value. The methods used to measure fair values are given below:

Items	**Measurement basis**
Certain financial assets and liabilities	Fair value
Net defined benefits (assets)/liability	Fair value of plan assets less present value of defined benefits obligations.

(ii) The preparation of Consolidated Financial Statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the Consolidated Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Major Estimates are discussed in note no. 5.18.

3.3 New Standards/ Amendments and Other Changes adopted Effective 1 April 2025 or thereafter

The Ministry of Corporate Affairs ("MCA") notifies new accounting standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules from time to time.

a. **Ind AS 21 - The Effects of Changes in Foreign Exchange Rates**

In May 2025, Ind AS/ 21 Amendments – Currency Exchangeability Clarifies how to assess exchangeability and determine spot rates when currencies can't be exchanged, with disclosure of impacts on performance, position, and cash flows. The Group has evaluated the impact of the said amendment and concluded that it does not have any impact on its financial statements.

b. **Ind AS 1 - Presentation of Financial Statements**

In August 2025, the MCA notified amendments relating to the classification of liabilities as current or non-current, including guidance on non-current liabilities with covenants. The amendments clarify that the right to defer settlement must exist as at the reporting date and should be substantive. The Group has assessed the amendment and concluded that there is no impact on the classification of its current and non-current liabilities.

c. **Ind AS 7 - Statement of Cash Flows and Ind AS 107 - Financial Instruments: Disclosures**

The amendments introduce disclosure requirements for supplier finance arrangements, including details of the nature of such arrangements, carrying amounts of related liabilities, and payment terms. Additionally, such arrangements are considered in assessing concentration of liquidity risk. The Group has evaluated these amendments and determined that they do not have any impact on its financial statements.

d. **Ind AS 12 - Income Taxes – International Tax Reform: Pillar Two Model Rules**

The amendments introduce a temporary mandatory exception from the recognition of deferred taxes arising from the implementation of the Pillar Two Model Rules and require disclosure of its application. As the Group has not undertaken transactions of this nature, these amendments have no impact on its financial statements.

New Standards or amendments not yet adopted

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to Ind AS 1 – The amendments clarify that lender waivers obtained after the reporting date cannot be considered for the purpose of classifying liabilities as current or non-current and require retrospective application in accordance with Ind AS 8. These amendments are effective for reporting periods beginning on or after April 1, 2026. The Group does not expect any material impact on its financial statements.

3.4 Functional and presentation currency

These Consolidated Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Million (up to two decimals), except as stated otherwise.

Group entities

The results and financial position of all the Group entities that have a functional currency different from the presentation currency of the Group are translated as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet,
- income and expenses for each statement of profit and loss are translated at average monthly exchange rates, and
- all resulting exchange differences are recognised in other comprehensive income and accumulated in a foreign currency translation reserve.

On disposal of a foreign operation, the associated exchange differences are reclassified to the statement of profit and loss, as part of the gain or loss on disposal.

4. Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The Group can have power over the investee even if it owns less than majority voting rights i.e. rights arising from other contractual arrangements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Statement of profit and loss (including other comprehensive income ('OCI')) of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group combines the financial statements of the Group and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealised gains on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represents the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss (including other comprehensive income ('OCI')) is attributed to the equity holders of the Group and to the non-controlling interests' basis their respective ownership interests and such balance is attributed even if this results in controlling interests having a deficit balance.

5. Material accounting policies

A summary of the material accounting policies applied in the preparation of the Consolidated Financial Statements are as given below. These accounting policies have been applied consistently to all periods presented in the Consolidated Financial Statements.

5.1 Property, plant and equipment (PPE)

Recognition and initial measurement

Properties plant and equipment are stated at their cost of acquisition. Any trade discount and rebates are deducted in arriving at the purchase price. Property, plant and equipment purchased on deferred payment basis are recorded at equivalent cash price. The difference between the cash price equivalent and the amount payable is recognised as interest expense over the deferred payment period.

Spares having useful life of more than one year and having material value in each case, are capitalised under the respective heads as and when available for use.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Taking into account these factors, the Group have decided to apply depreciation on Buildings and Plant and Equipment is charged on pro-rata basis on Straight Line Method based on the life assigned to each asset in accordance with Schedule II of Companies Act, 2013. Depreciation on rest of the property, plant and equipment has been provided on Written Down Value basis based on the life assigned to each asset in accordance with Schedule II of Companies Act, 2013.

In respect of subsidiary companies, Property, plant and equipment are recorded at cost less applicable investment tax credits and accumulated amortisation.

Depreciation is recorded over the estimated useful lives of the assets at the following annual rates:

Buildings	-	4% declining balance
Automobiles	-	20% declining balance
Dies and tooling	-	10% declining balance
Manufacturing equipment	-	10% declining balance
Office equipment	-	20% declining balance
Leasehold improvements	-	As per term of the lease
Furniture & Fixtures	-	20% declining balance

5.2 Intangible assets

Goodwill

Goodwill is an asset that represents the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is assigned as of the date of acquisition. Goodwill is not amortized. Goodwill is tested for impairment at least annually. When the carrying amount exceeds its recoverable amount, which is the higher of fair value less cost of disposal and value-in-use, an impairment loss is recognized in an amount equal to the excess. The impairment loss, however, cannot exceed the carrying amount of goodwill.

Other intangible assets

Recognition and initial measurement

Intangible assets purchased, including those acquired in business combinations, are measured at cost or fair value as of the date of acquisition where applicable less accumulated amortization and accumulated impairment, if any.

Subsequent measurement (amortisation)

Computer Software are amortized over their respective individual estimated useful life on written down value basis commencing from the date, the asset is available to the Group for its use. In respect of subsidiary companies, Customer relationships, non-competition arrangements and brand names are recorded at cost less accumulated amortisation and are amortised on a straight line basis over their estimated useful lives as follows:

Estimated useful lives of assets are as follows:

Type of asset	Estimated useful life
Computer software	5 years
Customer relationship	16 years
Non-compete arrangement	5 years
Brand name	2 years

5.3 Inventories

Inventories are valued as follows:

Raw materials, loose tools and stores and spares

Raw materials, loose tools and stores and spares are valued at lower cost and net realizable value. Cost of raw materials, loose tools and stores and spares is determined on weighted average -FIFO (First in first out) basis.

Work-in-progress and finished goods

Work-in-progress and finished goods is measured at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Scrap

Scrap is measured at net realizable value.

5.4 Revenue recognition

Revenue arises mainly from the sale of manufactured and traded goods. Revenue is recognised upon transfer of control of promised products or services to customers for an amount that reflects the consideration which the Group expects to receive in exchange for those products or services. Revenue excludes taxes or duties collected on behalf of the government.

To determine whether to recognise revenue, the Group follows a 5-step process:

(i) Identifying the contract with a customer
(ii) Identifying the performance obligations
(iii) Determining the transaction price
(iv) Allocating the transaction price to the performance obligations
(v) Recognising revenue when/as performance obligation(s) are satisfied.

Sale of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

Sale of services

Revenue from services is recognised when Group satisfies the performance obligations by transferring the promised services to its customers.

Export benefits

Export benefits constituting Duty Draw back and Export Promotion Capital Goods scheme (EPCG) are accounted for on accrual basis when there is reasonable assurance that the Group will comply with the conditions attached to them and the export benefits will be received. Export benefits under Duty Draw back scheme and EPCG are considered as other operating income.

Interest

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

5.5 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged as expense to the statement of profit and loss in the period for which they relate to.

5.6 Leases

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

5.7 Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

5.8 Foreign currency

Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange difference

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the statement of profit and loss in the year in which they arise.

5.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Asset

Initial recognition and measurement

At the time of initial recognition, the Group records a financial asset at its fair value. For financial assets that are not measured at fair value through profit or loss, the Group also includes any transaction costs directly attributable to acquiring the asset in its recorded value. Transaction cost of financial assets carried at fair value through profit or loss is expensed in the Statement of Profit or Loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

Debt Instruments:

Subsequent measurement of debts instruments depends on the Group's business model for managing the assets and the cash flows of the assets. The Group classifies its financial assets in the following categories:

i) Financial assets at amortised cost- Assets that are held for collection of contractual cashflows on specified dates where those cashflows represent solely payments of principal and interest are measured at amortised cost.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and Loans.

ii) **Financial assets at fair value through other comprehensive income (FVTOCI) –** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are on specified dates are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income from these financial assets is included in finance income using the effective interest rate method and impairment losses, if any are recognised in the Statement of Profit and Loss.

When the financial asset is derecognition, the cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss.

iii) **Financial assets at fair value through profit or loss (FVTPL) -** Financial assets which are not classified in any of the categories above are FVTPL.

Investments in other equity instruments – Investments in equity instruments which are held for trading are classified at Fair Value Through Profit or Loss (FVTPL). For all other equity instruments, the Group makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value Through Profit or Loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Group transfers the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. For trade and other payable maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting Instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Forward contracts

The Group has entered into certain forward (derivative) contracts to hedge risks which are not designated as hedges. These derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. Any profit or loss arising on cancellation or renewal of such derivative contract is recognised as income or as expense in statement of profit and loss.

5.10 Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Group assesses on forward looking basis the expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses.

Other financial assets

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

5.11 Income taxes

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity).

5.12 Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services are recognized as an expense as the related service is rendered by employees.

Defined Contribution Plan

Contribution towards provident fund for certain employees is made to the regulatory authorities, where the Group has no further obligations. Payments to defined contribution retirement benefit schemes (such as Provident Fund, Employee's State Insurance Corporation) are charged to the statement of profit and loss of the year in which contribution to such schemes becomes due.

Defined Benefit Plan

For defined benefit schemes, the cost of providing benefits is determined using Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains/

losses resulting from re-measurements of the liability are included in other comprehensive income.

The retirement benefit obligation recognized in the Consolidated Balance Sheet represents the present value of the defined benefit obligations as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets.

The Group in India makes annual contribution to the Employee's Gratuity-cum-Life Assurance scheme of the Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death or on termination of employment.

Other long-term employee benefits

Liability in respect of leave encashment becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of discounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of leave encashment becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Share based payments.

The fair value on grant date of equity-settled share-based payment arrangements granted to eligible employees of the Group under the Employee Stock Option Scheme ('ESOS') is recognised as employee stock option scheme expenses in the Statement of profit and loss, in relation to options granted to employees of the Group (over the vesting period of the awards), with a corresponding increase in other equity. The amount recognised as an expense to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. The increase in equity recognised in connection with a share based payment transaction is presented in the "Employee stock options outstanding account", as separate component in other equity. For share-based payment awards with market conditions, the grant- date fair value of the share-based payment is measured to reflect such conditions and there is no true- up for differences between expected and actual outcomes. At the end of each period, the Group revises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

5.13 Provisions

Provisions are recognized when the Group has a present obligation as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Provisions are discounted to their present values, where the time value of money is material.

5.14 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the Basis of preparation.

The financial statements have been prepared on going concern basis in accordance with generally accepted accounting principles in India. Further, the financial statements have been prepared on a historical cost basis except for following items:

occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

5.15 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

5.16 Derivative financial instruments and hedge accounting

Derivative financial instruments are accounted for at fair value through profit and loss (FVTPL) except for derivatives designated as hedging instruments in cash flow hedge relationships, which require a specific accounting treatment.

Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of profit and loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The Group only applies fair value hedge accounting for hedging foreign exchange risk on recognised assets and liabilities.

Cash Flow Hedge

The Group has designated certain derivative contracts as hedging instruments in cash flow hedge relationships.

The Group applied hedge accounting requirements in Ind AS 109 prospectively from 1 April 2019 to derivative instruments which could be designated as effective cash flow hedges. These arrangements had been entered into to mitigate foreign currency exchange risk and interest rate risk arising from highly probable forecasted sales and debt instruments denominated in foreign currency, in accordance with the Group's risk management policy.

To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges are recognised in other comprehensive income and included within the cash flow hedge reserve in equity. Any ineffectiveness in the hedge relationship is recognised immediately in profit or loss.

At the time the hedged item affects profit or loss, any gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and presented as a reclassification adjustment within other comprehensive income.

5.17 Government Grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received. Government grants are recognised in the Statement of profit and loss on a systematic basis over the periods in which the Group recognises the related costs as expenses, if any, for which the grants are intended to compensate.

5.18 Significant management judgement and estimates

When preparing the consolidated financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the financial statements.

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Contingent liabilities – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant estimates

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Government grants – Grants receivables are based on estimates for utilisation of grant as per the regulations as well as analysing actual outcomes on a regular basis and compliance with stipulated conditions. Changes in estimates or non-compliance of stipulated conditions could lead to significant changes in grant income and are accounted prospectively over the balance life of asset.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.

Provisions – estimate for provisions recognised is based on management best estimate of the expenditure required to settle the present obligation at the year end and is based on historical experience, expected changes in economic conditions, changes in exchange rates.

Note - 6

Property, plant and equipment

(₹ in Mn)

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total	Capital work-in-progress
Gross carrying amount								
At 1 April 2024	428.65	783.14	7,835.98	59.67	117.99	78.44	9,303.87	36.72
Additions	-	-	240.43	0.03	2.46	21.90	264.82	236.92
Net exchange differences	(8.16)	1.17	(67.41)	(0.18)	(1.01)	(0.93)	(76.52)	(0.12)
Disposals	-	-	(33.01)	-	(0.10)	-	(33.11)	-
Capitalised during the year	-	-	-	-	-	-	-	(261.73)
Balance as at 31 March 2025	**420.49**	**784.31**	**7,975.99**	**59.52**	**119.34**	**99.41**	**9,459.06**	**11.79**
Additions	-	2.86	250.02	0.13	13.00	-	266.01	317.34
Net exchange differences	45.30	26.88	415.53	1.00	5.14	4.64	498.49	0.65
Disposals	-	-	(60.44)	-	(1.33)	-	(61.77)	-
Capitalised during the year	-	-	-	-	-	-	-	(262.98)
Balance as at 31 March 2026	**465.79**	**814.05**	**8,581.10**	**60.65**	**136.15**	**104.05**	**10,161.79**	**66.80**
Accumulated depreciation								
At 1 April 2024	16.09	272.37	5,385.03	43.82	108.53	61.36	5,887.20	-
Charge for the year	27.34	24.66	470.27	3.38	2.08	6.44	534.17	-
Net exchange differences	(0.99)	1.03	(42.29)	(0.19)	(0.94)	(0.81)	(44.19)	-
Adjustments for disposals	-	-	(29.97)	0.00	(0.09)	-	(30.06)	-
Balance as at 31 March 2025	**42.44**	**298.06**	**5,783.04**	**47.01**	**109.58**	**66.99**	**6,347.12**	**-**
Charge for the year	28.75	25.07	495.45	2.53	5.14	6.56	563.50	-
Net exchange differences	8.04	9.17	298.00	0.96	4.79	4.04	325.00	-
Adjustments for disposals	-	-	(57.42)	0.00	(1.26)	-	(58.68)	-
Balance as at 31 March 2026	**79.23**	**332.30**	**6,519.07**	**50.50**	**118.25**	**77.59**	**7,176.94**	**-**
Net carrying amount as at 31 March 2025	**378.05**	**486.25**	**2,192.95**	**12.51**	**9.76**	**32.42**	**3,111.94**	**11.79**
Net carrying amount as at 31 March 2026	**386.56**	**481.75**	**2,062.03**	**10.15**	**17.90**	**26.46**	**2,984.85**	**66.80**

a) CWIP Ageing Schedule as at 31 March 2026

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	60.24	1.39	-	5.17	66.80
Total	**60.24**	**1.39**	**-**	**5.17**	**66.80**

b) CWIP whose completion is overdue or has excedded its cost compared to its original plan as at 31 March 2026

Capital Work in Progress	CWIP to be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	60.24	1.39	-	5.17	**66.80**
Total	**60.24**	**1.39**	**-**	**5.17**	**66.80**

c) CWIP Ageing Schedule as at 31 March 2025

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	7.27	-	-	4.52	11.79
Total	**7.27**	**-**	**-**	**4.52**	**11.79**

d) CWIP whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2025

Capital Work in Progress	CWIP to be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:-					
Plant & Machinery	7.27	-	-	4.52	**11.79**
Total	**7.27**	**-**	**-**	**4.52**	**11.79**

Refer Note 19 for information on property, plant and equipment hypothecated/mortgaged as security by the Group.

Refer Note 40(B) for disclosure of contractual commitment for acquisition of property, plant and equipment.

Note - 7

Goodwill & Other Intangible Assets

(₹ in Mn)

Particulars	Other intangible assets				Goodwill
	Customer relationship and brand name	Non-compete fees	Softwares	Total	
Gross carrying amount					
At 1 April 2024	876.28	12.26	111.84	1,000.38	562.65
Additions	-	-	1.33	1.33	-
Net exchange differences	(24.58)	(0.34)	-	(24.92)	(15.79)
Balance as at 31 March 2025	**851.70**	**11.92**	**113.17**	**976.79**	**546.86**
Additions	-	-	2.03	2.03	-
Net exchange differences	122.98	1.72	-	124.70	78.97
Balance as at 31 March 2026	**974.68**	**13.64**	**115.20**	**1,103.52**	**625.83**
Accumulated amortisation					
At 1 April 2024	404.98	12.26	104.56	521.80	242.68
Amortisation charge for the year	52.80	-	1.41	54.21	-
Net exchange differences	(12.40)	(0.34)	-	(12.74)	-
Balance as at 31 March 2025	**445.38**	**11.92**	**105.97**	**563.27**	**242.68**
Charge for the year					
Amortisation charge for the year	55.09	-	7.01	62.10	-
Net exchange differences	67.97	1.72	-	69.69	-
Balance as at 31 March 2026	**568.44**	**13.64**	**112.98**	**695.06**	**242.68**
Net carrying amount as at 31 March 2025	**406.32**	**-**	**7.20**	**413.52**	**304.18**
Net carrying amount as at 31 March 2026	**406.24**	**(0.00)**	**2.22**	**408.46**	**383.15**

Impairment of goodwill

Goodwill on consolidation is attributed to respective subsidiary entity “CGU” within the Group.

The carrying amount of goodwill is attributable to the following CGU / group of CGUs:

Particulars	31 March 2026	31 March 2025
2545887 Ontario Inc., Canada	383.15	304.18
Total	**383.15**	**304.18**

During the year, Impairment is NIL (Previous year NIL) recorded in respect of goodwill, while on account of net exchange difference increase Rs. 78.97 mn (Previous year decrease Rs. 15.79 Mn).

Note - 7A

Right of use

(₹ in Mn)

Particulars	Land	Residential flats	Buildings	Plant and equipment	Total
Gross block					
At 1 April 2024	**24.19**	**4.04**	**176.64**	**261.11**	**465.98**
Additions	0.53	-	-	265.08	265.61
Adjustments/disposals	-	(1.40)	-	-	(1.40)
Exchange impact	-	-	(2.27)	-	(2.27)
Balance as at 31 March 2025	**24.72**	**2.64**	**174.37**	**526.19**	**727.92**
Additions	-	-	-	-	-
Adjustments/disposals	-	-	-	-	-
Exchange impact	-	-	11.35	-	11.35
Balance as at 31 March 2026	**24.72**	**2.64**	**185.72**	**526.19**	**739.27**
Accumulated depreciation					
At 1 April 2024	**2.76**	**1.55**	**14.15**	**38.94**	**57.40**
Charge for the year	0.42	0.05	26.89	18.92	46.28
Adjustments for disposals	-	(0.52)	-	-	(0.52)
Exchange impact	-	-	(0.28)	-	(0.28)

Particulars	Land	Residential flats	Buildings	Plant and equipment	Total
Balance as at 31 March 2025	**3.18**	**1.08**	**40.76**	**57.86**	**102.88**
Charge for the year	0.44	0.04	27.29	20.00	47.77
Adjustments	-	-	-	-	-
Exchange impact	-	-	2.28	-	2.28
Balance as at 31 March 2026	**3.62**	**1.12**	**70.33**	**77.86**	**152.93**
Net block as at 31 March 2025	**21.54**	**1.56**	**133.61**	**468.33**	**625.04**
Net block as at 31 March 2026	**21.10**	**1.52**	**115.39**	**448.33**	**586.34**

Note - 8

(₹ in Mn)

	31 March 2026	31 March 2025
A Investments - non current		
Equity instruments		
Investment in Equity Instrument (quoted, measured at FVOCI)		
2100 Equity shares of Rs. 1/- each fully paid up of State Bank of India (previous year 31 March 2024 : 2100 Equity shares of Rs. 1/- each fully paid up)	2.06	1.62
Other Investment (un quoted, at measured at fair value)		
8200 Equity shares of Rs. 1/- each fully paid up of Altigreen Propulsion Labs Pvt. Ltd. * (previous year 31 March 2024 : 8200 Equity shares of Rs. 1/- each fully paid up)	4.75	4.75
	6.81	**6.37**
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	2.06	1.62
Aggregate amount of unquoted investments	4.75	4.75

* During the previous year 2024-25, Company has made downward fair valuation adjustment of Rs 116.20 million in the equity shares of Altigreen Propulsion Labs Private Limited in the Other Comprehensive Income (OCI) based on the share valuation report of Registered Valuer. The fair value of the equity instrument is designated through OCI.

Note - 9

(₹ in Mn)

	31 March 2026	31 March 2025
A Loans - non current		
(Unsecured, considered good)		
Loan to employees	3.52	1.41
	3.52	**1.41**
B Loans - current		
(Unsecured, considered good)		
Loan to employees	4.94	3.34
	4.94	**3.34**

Note - 10

(₹ in Mn)

	31 March 2026	31 March 2025
A Other financial assets - non-current		
(Unsecured, considered good)		
Balance held as margin money (against letter of credit and bank guarantees)*	3.14	4.59
Security deposits with government bodies	54.90	54.74
	58.04	**59.33**
*Margin money deposits having remaining maturity of more than 12 months.		
B Other financial assets - current		
Security deposits - others	37.01	32.48
Other receivable*		
Considered good	2.55	5.82
Considered credit impaired (refer note below)	2.05	2.05
Less: Impairment loss allowance	(2.05)	(2.05)
Amount receivable	12.46	10.72
	52.02	**49.02**

Note: One employee (Mr. K. P. Yadav, Assistant Manager in finance & accounts) had embezzled money by making unauthorised withdrawal of Rs.2.23 Mn in his personal account during the period December 2017 to April 2018. On detecting the above fraud, the Company immediately terminated him from his services and lodged the FIR against him. Till now, the Company has made recovery of Rs.0.18 Mn out of above amount and created the provision for the balance amount as on 31.03.2019. Appropriate actions for discovery, prevention of fraud and strengthening of Internal controls has been put in place by the Company.

Note - 11

(₹ in Mn)

	31 March 2026	31 March 2025
A Other non-current assets		
(Unsecured, considered good)		
Capital advance*	55.77	56.22
Prepaid expenses	1.10	0.90
	56.87	**57.12**

*For capital commitments refer Note - 40

B Other current assets		
Advances to suppliers	44.30	31.21
Advances to employees	0.80	0.30
Prepaid expenses	75.09	48.94
Balance with statutory authorities	107.50	150.18
Others	22.13	8.62
	249.82	**239.25**

Note - 12

(₹ in Mn)

	31 March 2026	31 March 2025
Inventories		
(Valued at lower of cost or net realisable value)		
Finished goods (Goods in transit)	307.51	303.40
Raw materials and components	207.40	191.15
Stores and spares	480.91	402.30
Work-in-progress	410.67	357.28
Scrap (at realizable value)	1.24	0.55
	1,407.73	**1,254.68**

Note - 13

(₹ in Mn)

	31 March 2026	31 March 2025
Trade receivables*		
(Unsecured)		
Considered good	1,731.31	1,532.04
Having significant increase in credit risk	12.00	15.44
Credit impaired	0.11	0.75
	1,743.42	**1,548.23**
Less: Impairment loss allowance	(11.74)	(17.79)
	1,731.68	**1,530.44**

*for related party balances refer note 36

Trade receivables ageing schedule is as follows:

Particulars	As at 31 March 2026							
	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	1,306.51	407.62	17.05	0.13	-	-	1,731.31
(ii) Undisputed Trade Receivables – Significant increase in credit risk	-	-	-	-	6.30	3.96	1.74	12.00
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	0.11	0.11
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**1,306.51**	**407.62**	**17.05**	**6.43**	**3.96**	**1.85**	**1,743.42**

Trade receivables ageing schedule is as follows:

Particulars	As at 31 March 2025							
	Unbilled	Not Due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	1,287.96	220.83	23.25	-	-	-	1,532.04
(ii) Undisputed Trade Receivables – Significant increase in credit risk	-	-	-	-	7.21	1.94	6.29	15.44
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	0.75	0.75
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – Significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**1,287.96**	**220.83**	**23.25**	**7.21**	**1.94**	**7.04**	**1,548.23**

Note - 14

(₹ in Mn)

	31 March 2026	31 March 2025
Cash and cash equivalents		
Cash on hand	0.16	0.16
Balances with banks		
In current accounts	63.12	79.87
In CSR Escro accounts	-	0.10
Bank deposits with original maturity less than three months	-	34.20
	63.28	**114.33**

Note - 15

(₹ in Mn)

	31 March 2026	31 March 2025
Other bank balances		
Balance held as margin money (against bank guarantees)	1.36	1.40
Bank deposits with maturity of more than three months and up to twelve months	281.11	229.08
Bank deposits made out of CSR Escro account	-	11.70
Unpaid dividend	5.75	0.88
	288.22	**243.06**

Note - 16

(₹ in Mn)

		31 March 2026	31 March 2025
A	**Current tax assets (net)**		
	Advance income tax	158.31	184.71
	Less: Provision for taxation	(135.34)	(171.22)
		22.97	**13.49**
B	**Current tax liabilities (net)**		
	Provision for taxation	3.18	5.63
		3.18	**5.63**

Note - 17

(₹ in Mn)

		31 March 2026		31 March 2025	
Equity share capital					
i	**Authorised**	**Number**	**Amount**	**Number**	**Amount**
	20,000,000 Equity shares of ₹ 10/- each with voting rights	20000000	200.00	20000000	200.00
			200.00		**200.00**
ii	**Issued, subscribed and fully paid up**				
	Equity share capital of face value of ₹ 10 /- each	1,88,13,547	188.13	1,87,93,217	187.93
			188.13		**187.93**
iii	**Reconciliation of number of equity shares outstanding at the beginning and at the end of the year**				
	Equity shares				
	Balance at the beginning of the year	1,87,93,217	187.93	1,87,78,186	187.78
	Add : Shares issued during the year	20,330	0.20	15,031	0.15
	Balance at the end of the year	**1,88,13,547**	**188.13**	**1,87,93,217**	**187.93**

iv Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares with paid up value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share on all resolutions submitted to shareholders. They have right to participate in the profits of the Company, if declared by the Board as interim dividend and recommended by the Board and declared by the members as final dividend. They are also entitled to bonus/right issue, as declared by Company from time to time. They have right to receive annual report of the Company, beside other rights available under the Companies Act and Listing Regulations.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, beside other rights available under the Companies Act.

The distribution will be in proportion to the number of equity shares held by the shareholders.

v Details of shareholders holding more than 5% share capital

	31 March 2026		31 March 2025	
Name of the equity shareholders	**Number**	% Held	**Number**	% Held
Vulcan Electro Controls Limited	1082000	5.75%	1082000	5.76%
Olympus Electrical Industries Private Limited	1745200	9.28%	1745200	9.29%
Hi-Tech Portfolio Investments Limited	1971876	10.48%	1971876	10.49%
Mr. Deep Kapuria	3114884	16.56%	3114884	16.57%

vi Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, by way of bonus shares and shares bought back for the period of 5 years immediately preceding the balance sheet date

The Company has not issued any shares pursuant to contract(s) without payment being received in cash.

No bonus shares have been issued in preceding 5 years.

The Company has not undertaken any buy back of shares.

vii Details of shares held by promoters

Particulars	Promoter Name	No. of shares at the beginning of the year 01 April 2025	Change during the year	No. of shares at the end of the year 31 March 2026	% of Total Shares	% change during the year
Equity shares of face value Rs 10/-	Abhay Kapuria	8,000	-	8,000	0.04%	0.00%
Equity shares of face value Rs 10/-	Deep Kapuria & Sons (Huf)	2,31,780	-	2,31,780	1.23%	0.00%
Equity shares of face value Rs 10/-	Deep Kapuria	31,14,884	-	31,14,884	16.56%	0.00%
Equity shares of face value Rs 10/-	Pranav Kapuria	8,48,102	-	8,48,102	4.51%	0.00%
Equity shares of face value Rs 10/-	Anuj Kapuria	8,48,639	-	8,48,639	4.51%	0.00%
Equity shares of face value Rs 10/-	Veena Kapuria	5,01,120	-	5,01,120	2.66%	0.00%
Equity shares of face value Rs 10/-	Adhiraj Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Adhiveer Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Aabha Kapuria	84,769	-	84,769	0.45%	0.00%
Equity shares of face value Rs 10/-	Megha Kapuria	84,232	-	84,232	0.45%	0.00%
Equity shares of face value Rs 10/-	Hi-Tech Portfolio Investements Ltd	19,71,876	-	19,71,876	10.48%	0.00%
Equity shares of face value Rs 10/-	Olympus Electrical Industries Pvt Ltd	17,45,200	-	17,45,200	9.28%	0.00%
Equity shares of face value Rs 10/-	Vulcan Electro Controls Ltd	10,82,000	-	10,82,000	5.75%	0.00%
Total		**1,05,58,602**	**-**	**1,05,58,602**	**56.12%**	
Total No of Equity shares		**1,88,13,547**				

Particulars	Promoter Name	No. of shares at the beginning of the year 01 April 2024	Change during the year	No. of shares at the end of the year 31 March 2025	% of Total Shares	% change during the year
Equity shares of face value Rs 10/-	Abhay Kapuria	8,000	-	8,000	0.04%	0.00%
Equity shares of face value Rs 10/-	Deep Kapuria & Sons (Huf)	2,31,780	-	2,31,780	1.23%	0.00%
Equity shares of face value Rs 10/-	Deep Kapuria	31,19,461	-4,577	31,14,884	16.57%	-0.15%
Equity shares of face value Rs 10/-	Pranav Kapuria	8,48,102	-	8,48,102	4.51%	0.00%
Equity shares of face value Rs 10/-	Anuj Kapuria	8,44,062	4,577	8,48,639	4.52%	0.54%
Equity shares of face value Rs 10/-	Veena Kapuria	5,01,120	-	5,01,120	2.67%	0.00%
Equity shares of face value Rs 10/-	Adhiraj Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Adhiveer Kapuria	19,000	-	19,000	0.10%	0.00%
Equity shares of face value Rs 10/-	Aabha Kapuria	84,769	-	84,769	0.45%	0.00%
Equity shares of face value Rs 10/-	Megha Kapuria	84,232	-	84,232	0.45%	0.00%
Equity shares of face value Rs 10/-	Hi-Tech Portfolio Investements Ltd	19,71,876	-	19,71,876	10.49%	0.00%
Equity shares of face value Rs 10/-	Olympus Electrical Industries Pvt Ltd	17,45,200	-	17,45,200	9.29%	0.00%
Equity shares of face value Rs 10/-	Vulcan Electro Controls Ltd	10,82,000	-	10,82,000	5.76%	0.00%
Total		**1,05,58,602**	**-**	**1,05,58,602**	**56.18%**	
Total No of Equity shares		**1,87,93,217**				

Note - 18

(₹ in Mn)

		31 March 2026	31 March 2025
Other Equity			
Reserve & Surplus			
General Reserve			
Balance at the beginning of the year		308.08	308.08
Add: Transfer from retained earnings		-	-
	Total (A)	**308.08**	**308.08**
Share options outstanding account			
Balance at the beginning of the year		7.30	5.58
Employee stock option expense		(0.94)	1.72
	Total (B)	**6.36**	**7.30**
Security Premium			
Balance at the beginning of the year		7.08	2.36
Add: Addition during the year		6.65	4.72
	Total (C)	**13.73**	**7.08**
Retained earnings			
Balance at the beginning of the year		4,072.58	3,780.83
Add: Profit/(Loss) for the year		209.79	403.63
Add: Other comprehensive income (net of tax impact)		13.00	(17.99)
Less: Dividend paid during the year including tax impact, refer note no. 41		(93.97)	(93.89)
	Total (D)	**4,201.40**	**4,072.58**
	Total (E=A+B+C+D)	**4,529.57**	**4,395.04**
Other Comprehensive Income (OCI)			
Equity instrument through Other Comprehensive Income			
Balance at the beginning of the year		(28.69)	65.85
Add: Movement in OCI (Net) during the year		0.44	(94.54)
	Total (F)	**(28.25)**	**(28.69)**
Foreign currency translation reserve			
Balance at the beginning of the year		281.47	313.13
Add: Movement in OCI (Net) during the year		255.46	(31.66)
	Total (G)	**536.93**	**281.47**
Cash flow hedge reserve			
Balance at the beginning of the year		(0.00)	(2.08)
Add: Movement in OCI (Net) during the year		-	2.08
	Total (H)	**(0.00)**	**(0.00)**
	Total (I=F+G+H)	**508.68**	**252.78**
	Total Other Equity (E+I)	**5,038.25**	**4,647.82**

(i) Nature and purpose of other reserves

General reserve

General reserve is created out of the accumulated profits of the Company as per the provisions of Companies Act.

Share options outstanding account

The account is used to recognise the grant date value of options issued to employees under Employee stock option plan and adjusted as and when such options are exercised or otherwise expire.

Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

Equity instrument through other comprehensive income

Equity instrument through other comprehensive income represents balance arising on account of changes in fair value of equity instruments carried at fair value through other comprehensive income and gain/(loss) booked on re-measurement of defined benefit plans.

Foreign currency translation reserve

The Group recognised exchange differences arising on translation of the foreign operations in other comprehensive income and accumulated in foreign currency translation reserve in other equity.

Cash flow hedge reserve

The Company has taken a cross currency and interest rate swap to hedge the foreign currency risk of highly probable forecasted sales and foreign currency borrowings. To the extent hedge is effective, the change in fair value of hedging instrument is recognised in cash flow reserve.

Note - 19

(₹ in Mn)

	31 March 2026	31 March 2025
A Borrowings non-current		
Secured		
Term loans		
From banks		
Rupee Loan	0.00	80.00
Housing loan	73.88	67.68
Others	-	69.23
	73.88	**216.91**
A (i) Lease Liabilities		
Lease liabilities	1,094.83	1,053.72
	1,094.83	**1,053.72**

(₹ in Mn)

Particulars	Nature of security	Terms of repayment	Interest Rate	Maturity	31 March 2026	31 March 2025
Canadian Imperial Bank of Commerce	First charge by way of mortgage of company guest house property at 6 Carlaw Place, Guelph, Ontario, Canada.	300 monthly instalments of CAD 6,943.59 @ 2.740% p.a. interest is fixed for first 60 months starting May 2017. Effective May 2022, interest is reset for another 60 instalments @ 5.740% and thereafter to be fixed as per the prevailing rate.	3.79 % p.a. (previous year 3.79 % p.a.)	May, 2042	77.46	71.14
Equipment Finance-Scotia Bank	Hypothecation of specified assetsat such as machines and equipment 361, Speedvale Avenue West, Guelph Ontario.	Blended monthly instalments of$119,857,	4.85 % p.a. (previous year 4.85 % p.a.)	Jan, 2027	79.22	148.70
HDFC Bank Ltd - Term Loan.	1) First charge by way of hypothecation in favor of the Lender, on company's movables including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures and all other movable assets, present and future for Expansion Project. 2) First charge by way of assignment or creation of charge in favour of the lenders of (i) all the right, title, interest, benefits, claims and demands whatsoever of the company in the project documents, duly acknowledged and consented to by the relevant counter parties to such project documents, all as amended, varied or supplemented from time to time in respect to Expansion Project; 3) First pari passu charge by way of hypothecation in favour of the Lender, of company's movables including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures and all other movable assets, present and future which are not exclusively charged to any other lenders. 4) First pari passu charge over the present and future immovable fixed assets of the company as given below: a) A-589, Industrial Complex, Bhiwadi, District, Alwar, Rajasthan-301019. b) Plot No 24-26, Sector 7, IMT Manesar, Gurgaon, Haryana 122050 c) SPL-146, Industrial Complex, Bhiwadi-304019, District Alwar, Rajasthan	Repayment in 20 quarterly instalment starts from June, 2025	Nil (Previous year 8.25%)	March, 2030	-	100.00

Particulars	Nature of security	Terms of repayment	Interest Rate	Maturity	31 March 2026	31 March 2025
Lease Liabilities	Lease liabilities are effectively secured as the rights to the leased assets recognised in the financial statements revert to the lessor in the event of default.	Monthly instalments	6%/9.17% (Previous year 6%/9.17%		1,217.70	1,211.29
Total borrowings					**1,374.38**	**1,531.13**
Less: Current maturities of long term borrowings					205.67	260.50
Non current borrowings					**1,168.71**	**1,270.63**

(₹ in Mn)

	31 March 2026	31 March 2025
B Borrowings - current		
i) Secured loans		
Working capital loans repayable on demand from banks	380.00	418.46
Current maturity of long term debts	82.80	102.93
ii) Unsecured		
Working capital - Sales Invoice Discounting	70.94	72.30
	533.74	**593.69**
B (i) Lease Liabilities		
Lease liabilities	122.87	157.57
	122.87	**157.57**

Particulars	Nature of security	Interest rate	31 March 2026	31 March 2025
Standard chartered bank-Working capital loan	• First pari pasucharge on stocks and receivables of the Company, both present and future.	8.00% p.a. (previous year NIL)	20.00	-
YES Bank Ltd-Working capital loan	• First Pari Passu charge by way of hypothecation of the Company's on current assets both present and future.	NIL (previous year 8.05% p.a.)	-	87.50
Federal Bank - Cash Credit account	• First Pari Passu Charge over all Current Assets of the Borrower (present and future).	NIL (previous year 10.10% p.a.)	-	1.62
Federal Bank Ltd-Working capital loan	• First Pari Passu Charge over all Current Assets of the Borrower (present and future).	7.21% p.a. (previous year 8.10% p.a.)	60.00	82.50
HDFC Bank Ltd - Working capital loan	• First pari pasucharge on stocks and receivables of the Company, both present and future.	7.50% p.a. (previous year 8.10% p.a)	150.00	140.00
ICICI Bank Ltd-Working capital loan	• First Pari Passu charge by way of hypothecation of the Company's all current assets both present and future.	7.65% p.a. (previous year 8.15%/8.25% p.a.)	150.00	70.00
Pathward-Working capital loan (earlier known as Crestmark)	*First charge on accounts receivable and inventory of The Hi-Tech Gears Canada Inc. Second charge on all other assets existing and future of borrower and guarnter including intelectual property and equipment registered in all appropriate jurisdiction.	Prime Rate + 1.00% with a floor of 5.25%. Advances under the CAD facility bear interest at the Canadian Dollar Prime Rate (as determined by CIBC) + 2.00% with a floor of 5.25% (Previous year Prime Rate + 1.00% with a floor of 5.25%. Advances under the CAD facility bear interest at the Canadian Dollar Prime Rate (as determined by CIBC) + 2.00% with a floor of 5.25%)	-	36.84
Total			**380.00**	**418.46**

Particulars	Nature of security	Interest rate	31 March 2026	31 March 2025
Federal Bank - Sales Invoice Discounting	Unsecured	6.85% p.a (previous year 7.85% p.a)	70.94	72.30
Total			**70.94**	**72.30**

Reconciliation of liabilities arising from financing activities

The changes in the Group's liabilities arising from financing activities can be classified as follows: **(₹ in Mn)**

Particulars	Long-term borrowings	Short-term borrowings	Lease obligations	Total
01 April 2024	790.77	1,155.26	1,038.52	**2,984.55**
Cash flows:				
- Repayment	(462.97)	(693.37)	(72.52)	(1,228.86)
- Proceeds	-	-	265.61	265.61
Other non cash changes:				
- Foreign exchange	(8.58)	28.87	(20.32)	(0.03)
- Amortisation charge of transaction cost	0.62	-	-	0.62
31 March 2025	**319.84**	**490.76**	**1,211.29**	**2,021.89**
Cash flows:				
- Repayment	(194.90)	(45.14)	(88.54)	(328.58)
- Proceeds	-	-	-	-
Other non cash changes:				
- Foreign exchange	31.74	5.32	94.95	132.01
- Amortisation charge of transaction cost	-	-	-	-
31 March 2026	**156.68**	**450.94**	**1,217.70**	**1,825.32**

Note - 20

(₹ in Mn)

	31 March 2026	31 March 2025
A Provisions - non current		
Provisions for employee benefits		
Compensated absences	38.55	37.26
	38.55	**37.26**

For movements in each class of provision during the financial year, refer note 43

B Provisions - current		
Provisions for employee benefits		
Compensated absences	5.66	5.14
Provision on rate difference	9.61	16.31
	15.27	**21.45**

For movements in each class of provision during the financial year, refer note 43 & 44

Note - 21

(₹ in Mn)

	31 March 2026	31 March 2025
Deferred tax		
A Deferred tax assets (net)	17.47	2.48
B Deferred tax liabilites (net)	(50.66)	(38.61)
Net Deferred tax assets/(liabilities)	**(33.19)**	**(36.13)**
Net defered tax (asset) / liablities		
Deferred tax liabilities		
Property, plant & equipment	75.18	89.66
Deferred government grant	0.12	0.19
Right-of-use asset	121.32	123.09
Sub-total (a)	**196.62**	**212.94**
Deferred tax asset		
Right-of-use liabilities	133.97	144.64
Provision for rate difference	2.42	4.16
Provision for leave encashment	11.12	10.67
Plant and machinery recognised on account of government grant	0.12	0.19
Provision for bonus	11.55	11.58
Provision for doubtful debts and advances	3.47	4.99
Provision for profit elimination on unsold inventory	0.78	0.58
Sub-total (b)	**163.43**	**176.81**
Net defered tax (asset) / liablities [(a)-(b)]	**(33.19)**	**(36.13)**

(i) Movement in deferred tax liabilities (net)

(₹ in Mn)

Particulars	**01 April 2025**	**Recognised/ reversed through profit and loss**	**Recognised/ reversed in other comprehensive income**	**31 March 2026**
Deferred tax assets/liabilities arising on account of :				
Property, plant & equipment	(89.66)	14.48	-	(75.18)
Deferred government grant	(0.19)	0.07	-	(0.12)
Right-of-use asset	(123.09)	1.77	-	(121.32)
Right-of-use lease liabilities	144.64	(10.67)	-	133.97
Provision for rate difference	4.16	(1.74)	-	2.42
Provision for leave encashment	10.67	0.45	-	11.12
Plant and machinery recognised on account of government grant	0.19	(0.07)	-	0.12
Provision for bonus	11.58	(0.03)	-	11.55
Provision for doubtful debts and advances	4.99	(1.52)	-	3.47
Provision for profit elimination on unsold inventory	0.58	0.20	-	0.78
Total	**(36.13)**	**2.94**	**-**	**(33.19)**

Particulars	01 April 2024	Recognised/ reversed through profit and loss	Recognised/ reversed in other comprehensive income	31 March 2025
Deferred tax assets/liabilities arising on account of :				
Property, plant & equipment	(65.28)	(24.38)	-	(89.66)
Fair valuation of equity instruments	(21.63)	-	21.63	-
Deferred government grant	(0.36)	0.17	-	(0.19)
Cash flow hedge reserve	19.47	0.00	(19.47)	0.00
Right-of-use asset	(73.83)	(49.26)	-	(123.09)
Right-of-use lease liabilities	103.45	41.19	-	144.64
Provision for rate difference	7.86	(3.70)	-	4.16
Provision for leave encashment	11.01	(0.34)	-	10.67
Plant and machinery recognised on account of government grant	0.36	(0.17)	-	0.19
Derivatives not designated as hedges	-	-	-	-
Provision for bonus	11.01	0.57	-	11.58
Provision for doubtful debts and advances	3.99	1.00	-	4.99
Provision for profit elimination on unsold inventory	0.55	0.03	-	0.58
Total	**(3.40)**	**(34.89)**	**2.16**	**(36.13)**

Note - 22

(₹ in Mn)

	31 March 2026	31 March 2025
A Other non - current liabilities		
Deferred income*	7.60	8.06
	7.60	**8.06**

* Represents government assistance in the form of the duty benefit availed under Export Promotion Capital Goods (EPCG) Scheme on purchase of property, plant and equipment accounted for as government grant and being amortised over the useful life of such assets.

B Other current liabilities		
Payable to statutory authorities	21.10	42.53
Advance from customers	13.69	24.37
	34.79	**66.90**

Note - 23

(₹ in Mn)

	31 March 2026	31 March 2025
Trade payables		
- total outstanding dues of micro enterprises and small enterprises*	77.53	70.52
- total outstanding dues of creditors other than micro enterprises and small enterprises*	933.94	769.23
	1,011.47	**839.75**

*for related party balances refer note 36

Trade payables ageing

Particulars			As at 31 March 2026				
			Outstanding for following periods from due date of payment				
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	-	77.53	-	-	-	-	77.53
(ii) Undisputed- Others	-	814.24	116.02	0.49	2.28	0.46	933.49
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-	0.45	0.45
Total	-	891.77	**116.02**	**0.49**	**2.28**	**0.91**	**1,011.47**

Trade payables ageing

Particulars			As at 31 March 2025				
			Outstanding for following periods from due date of payment				
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	-	70.52	-	-	-	-	70.52
(ii) Undisputed- Others	0.24	694.33	70.67	3.12	0.42	-	768.78
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-	0.45	0.45
Total	**0.24**	**764.85**	**70.67**	**3.12**	**0.42**	**0.45**	**839.75**

*Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") as at 31 March 2026, 31 March 2025:

(₹ in Mn)

Particulars		31 March 2026	31 March 2025
i	Principal amount remaining unpaid to any supplier as at the end of the accounting year;	77.53	70.52
ii	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	-	-
iii	the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iv	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
v	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
vi	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group.

Note - 24

(₹ in Mn)

	31 March 2026	31 March 2025
Other financial liabilities - current		
Interest accrued but not due	1.03	1.10
Earnest money and security deposits	3.66	4.29
Unclaimed dividend	5.75	0.88
Others*	169.31	159.21
	179.75	**165.49**

*Others include reimbursement of expenses, provision for expenses, liabilities related to compensation/claim, etc.

Note - 25

(₹ in Mn)

	31 March 2026	31 March 2025
Revenue from operations		
Sale of products:		
Transmission gears and shafts - domestic	4,829.26	4,277.91
Transmission gears and shafts - export	3,794.57	4,545.71
Sale of Services:		
Sales job work	261.81	244.45
Other operating income:		
Export incentives	37.61	46.61
Scrap sales	161.00	154.96
	9,084.25	**9,269.64**

Note - 26

(₹ in Mn)

	31 March 2026	31 March 2025
Other income		
Interest income		
Bank deposits	20.81	27.80
Others	2.97	4.27
Provision written Back	0.06	-
Dividend	0.03	0.03
Gain on foreign exchange fluctuations (Net)	82.43	28.95
Gain on sale of property, plant and equipment (Net)	1.47	6.93
Provisions written back - trade receivables	6.05	-
Income recognised on account of government assistance	0.46	0.76
Miscellaneous income	29.52	48.43
	143.80	**117.17**

Note - 27

(₹ in Mn)

	31 March 2026	31 March 2025
Cost of materials consumed		
Opening stock of raw material (steel rod and forgings)	191.15	214.52
Add: Purchase during the year (net of discount)	4,590.28	4,492.36
	4,781.43	4,706.88
Less: Closing stock of raw material (steel rod and forgings)	207.40	191.15
	4,574.03	**4,515.73**

Note - 28

(₹ in Mn)

	31 March 2026	31 March 2025
Purchase of traded goods		
Opening stock of purchase of traded goods (transmission gears and shafts)	-	-
Add: Purchase during the year (transmission gears and shafts)	73.73	156.36
	73.73	156.36
Less: Closing stock of purchase of traded goods (transmission gears and shafts)	-	-
	73.73	**156.36**

Note - 29

(₹ in Mn)

	31 March 2026	31 March 2025
Changes in inventories of finished goods and work-in-progress		
Inventories at the end of the year:		
Finished goods (transmission gears and shafts)	307.51	303.40
Work-in-progress (transmission gears and shafts)	410.67	357.28
Inventories at the beginning of the year:		
Finished goods (transmission gears and shafts)	303.40	270.30
Work-in-progress (transmission gears and shafts)	357.28	339.48
	(57.50)	**(50.90)**

Note - 30

(₹ in Mn)

	31 March 2026	31 March 2025
Employee benefits expense		
Salaries, wages and other benefits	1,564.99	1,471.52
Contributions to provident and other funds	37.35	30.65
Gratuity fund contributions	25.36	8.58
Employee compensation expense	3.41	3.62
Staff welfare expenses	123.95	121.06
	1,755.06	**1,635.43**

Note - 31

(₹ in Mn)

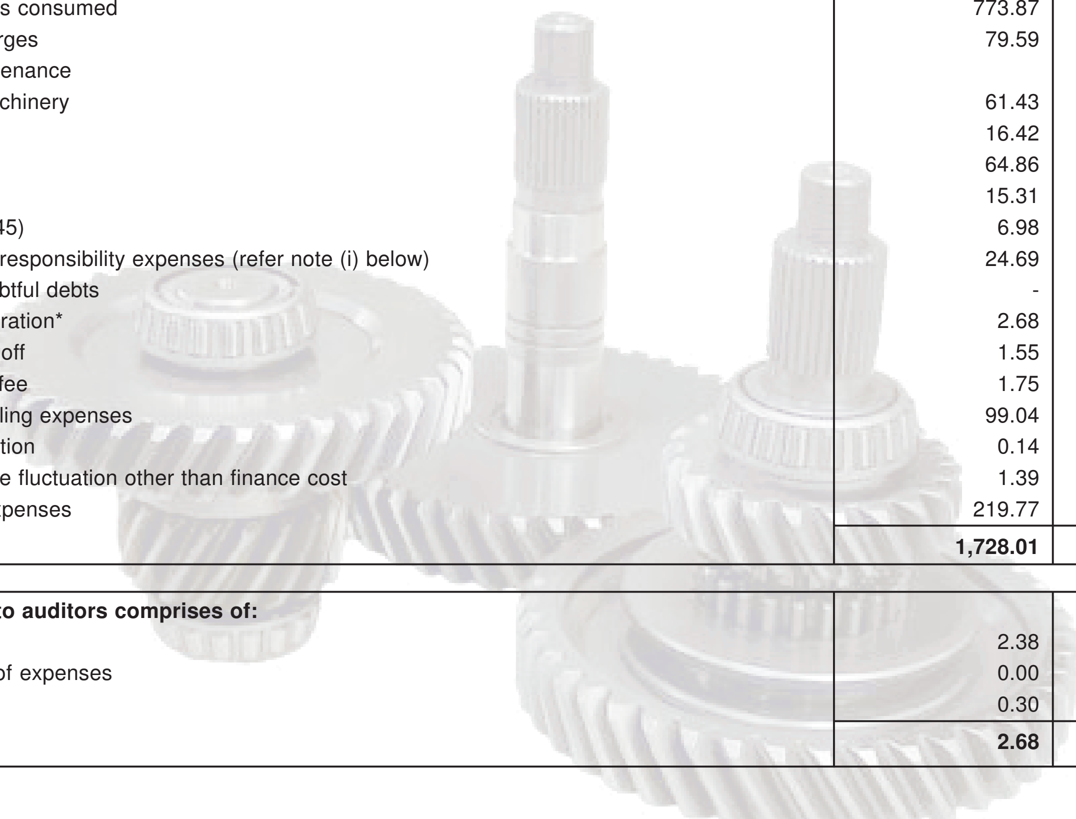
	31 March 2026	31 March 2025
Finance costs		
Interest on:		
Loans from banks & others	38.08	84.03
Lease liabilities	97.48	97.51
Others	7.33	25.68
Bank commission and charges	5.60	6.49
	148.49	**213.71**

Note - 32

(₹ in Mn)

	31 March 2026	31 March 2025
Other expenses		
Water electricity and allied charges	358.54	341.22
Stores and spares consumed	773.87	746.07
Professional charges	79.59	63.97
Repair and maintenance		
Plant and machinery	61.43	58.37
Buildings	16.42	39.14
Insurance	64.86	67.45
Rates and taxes	15.31	15.10
Rent (refer note 45)	6.98	6.24
Corporate social responsibility expenses (refer note (i) below)	24.69	10.21
Provision for doubtful debts	-	4.00
Auditor's remuneration*	2.68	2.51
Balances written off	1.55	0.00
Director's sitting fee	1.75	1.16
Freight and handling expenses	99.04	87.71
Charity and donation	0.14	0.05
Loss on exchange fluctuation other than finance cost	1.39	1.66
Miscellaneous expenses	219.77	209.30
	1,728.01	**1,654.16**

***Remuneration to auditors comprises of:**		
Audit fees	2.38	2.21
Reimbursement of expenses	0.00	0.00
Other services	0.30	0.30
	2.68	**2.51**



Note - 33

(₹ in Mn)

	31 March 2026	31 March 2025
Income tax		
Tax expense comprises of:		
Current tax	132.60	170.98
Deferred tax credit	(9.10)	35.63
Earlier years tax adjustments (net)	(0.43)	17.42
Income tax expense reported in the statement of profit and loss	**123.07**	**224.03**
Accounting profit before income tax	**332.86**	**627.66**
At India's statutory income tax rate of 25.167%	83.77	157.96
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Tax impact of expenses which will never be allowed	5.01	0.83
Earlier years tax adjustments (net)	(0.43)	17.42
Others	34.72	47.82
Income tax expense	**123.07**	**224.03**

Note - 34

(₹ in Mn)

	31 March 2026	31 March 2025
Earnings per share		
Net profit attributable to equity shareholders		
Net profit for the year	209.79	403.63
Nominal value of equity share (₹)	10.00	10.00
Total number of equity shares outstanding at the beginning of the year	18793217	18778186
Total number of equity shares outstanding at the end of the year	18813547	18793217
Weighted average number of equity shares	18795779	18780163
Number of dilutive potential equity shares	12794	24327
No. of equity shares used to compute diluted earnings per share	18808573	18804490
(1) Basic (₹)	11.16	21.49
(2) Diluted (₹)	11.15	21.46

Note - 35A

Financial instruments

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Financial instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value. (₹ in Mn)

Particulars	31 March 2026			31 March 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investment in equity instrument through OCI	-	6.81	-	-	6.37	-
Trade receivables	-	-	1,731.68	-	-	1,530.44
Loans	-	-	8.46	-	-	4.76
Cash and cash equivalents	-	-	63.28	-	-	114.33
Other bank balances	-	-	288.22	-	-	243.06
Other financial assets	-	-	110.06	-	-	108.34
Total financial assets	**-**	**6.81**	**2,201.70**	**-**	**6.37**	**2,000.93**
Financial liabilities						
Borrowings	-	-	1,826.35	-	-	2,022.99
Trade payables	-	-	1,011.47	-	-	839.75
Other financial liabilities	-	-	178.72	-	-	164.39
Total financial liabilities	**-**	**-**	**3,016.54**	**-**	**-**	**3,027.13**

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

(₹ in Mn)

Particulars	Fair value	
	31 March 2026	31 March 2025
Unquoted equity investments	4.75	4.75

Sensitivity analysis **(₹ in Mn)**

Description	31 March 2026	31 March 2025
Impact on fair value if change in share price of investment in equity shares		
- Impact of increase in discount rate by 0.5 %	4.80	4.80
- Impact of decrease in discount rate by 0.5 %	4.70	4.70

The following table presents the changes in level 3 items for the periods ended 31 March 2026 and 31 March 2025: **(₹ in Mn)**

Particulars	Unquoted equity shares
As at 31 March 2024	**120.96**
Gain/(loss) recognised in other comprehensive income	(116.21)
As at 31 March 2025	**4.75**
Gain/(loss) recognised in other comprehensive income	-
As at 31 March 2026	**4.75**

(iii) Financial assets measured at fair value - recurring fair value measurements

The following table shows the levels within the hierarchy of financial assets measured at fair value on a recurring basis at 31 March 2026 and 31 March 2025 :

(₹ in Mn)

Particulars	Period	Carrying Value	Level 1	Level 2	Level 3	Total
Financial assets						
Investments at fair value through other comprehensive income						
Equity investments	31 March 2026	6.81	2.06	-	4.75	**6.81**
	31 March 2025	6.37	1.62	-	4.75	**6.37**
At fair value through profit or loss						
Derivative financial liability	31 March 2026	-	-	-	-	**-**
	31 March 2025	-	-	-	-	**-**

(iv) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows: **(₹ in Mn)**

Particulars	Level	31 March 2026		31 March 2025	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Loans	Level 3	8.46	8.46	4.76	4.76
Other financial assets	Level 3	110.06	110.06	108.34	108.34
Total financial assets		**118.52**	**118.52**	**113.10**	**113.10**
Financial liabilities					
Borrowings	Level 3	1,826.35	1,826.35	2,022.99	2,022.99
Total financial liabilities		**1,826.35**	**1,826.35**	**2,022.99**	**2,022.99**

The management assessed that cash and cash equivalents, trade receivables, other receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) The fair values of the Group's interest-bearing borrowings, loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2026 was assessed to be insignificant.

(ii) The fair values of the Group's interest-bearing borrowings, loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

(iii) The use of quoted market prices for quoted equity instruments.

(iv) Fair value of unquoted equity shares was determined based on the fair market value per share by the registered valuer for the year ended March 31, 2026.

(v) The use of quoted market prices for derivative contracts at balance sheet date. For hedge related disclosures, refer note 44.

During the financial year 2025-26 and 2024-25, there were no transfer between Level 1, Level 2 and Level 3 fair value measurements.

Note - 35B

Financial risk management

The Group's activities expose it to credit risk, liquidity risk and market risk. The respective group companies board of directors has overall responsibility for the establishment and oversight of the risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, other financial assets	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities.
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	Forward contract/hedging, if required.
Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors.
Market risk - security price	Investments in equity securities.	Sensitivity analysis	Portfolio diversification.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

i) Credit risk rating

'The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

The Group provides for expected credit loss based on the following:

Asset groups	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables and other financial asset	Life time expected credit loss or 12 month expected credit loss
High credit risk	Trade receivables and other financial asset	Life time expected credit loss fully provided for

Life time expected credit loss is provided for trade receivables.

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

(₹ in Mn)

Credit rating	Particulars	31 March 2026	31 March 2025
A: Low credit risk	Cash and cash equivalents, other bank balances, loans and other financial assets	476.82	476.86
B: Moderate credit risk	Trade receivables and other financial asset	1,731.31	1,532.04
C: High credit risk	Trade receivables and other financial asset	14.16	18.24

ii) Concentration of trade receivables

The Group's exposure to credit risk for trade receivables is presented as below. Loans and other financial assets majorly represents loans to employees and deposits given for business purposes.

(₹ in Mn)

Particulars	31 March 2026	31 March 2025
Original equipment manufacturer	1,174.97	889.12
Other	568.45	659.11
Total	**1,743.42**	**1,548.23**

b) Credit risk exposure

(i) Provision for expected credit losses

The Group provides for 12 month expected credit losses for following financial assets –

As at 31 March 2026 **(₹ in Mn)**

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	63.28	-	63.28
Investment	6.81	-	6.81
Other bank balances	288.22	-	288.22
Loans	8.46	-	8.46
Other financial assets	112.11	2.05	110.06

As at 31 March 2025 **(₹ in Mn)**

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	114.33	-	114.33
Investment	6.37	-	6.37
Other bank balances	243.06	-	243.06
Loans	4.76	-	4.76
Other financial assets	110.39	2.05	108.34

Reconciliation of loss provision – lifetime expected credit losses **(₹ in Mn)**

Reconciliation of loss allowance	Trade receivables	Other financial asset
Loss allowance on 1 April 2024	**13.79**	2.05
Impairment loss recognised/reversed during the year	4.00	-
Loss allowance on 31 March 2025	**17.79**	**2.05**
Impairment loss recognised/reversed during the year	(6.06)	-
Loss allowance on 31 March 2026	**11.73**	**2.05**

(B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities.

(₹ in Mn)

31 March 2026	Less than 1 year	1-2 years	More than 2 year	Total
Borrowings	82.80	3.71	70.17	156.68
Lease Liabilities	96.36	117.92	1,003.42	1,217.70
Trade payable	1,011.47	-	-	1,011.47
Other financial liabilities	178.71	-	-	178.71
Total	**1,369.34**	**121.63**	**1,073.59**	**2,564.56**

(₹ in Mn)

31 March 2025	Less than 1 year	1-2 years	More than 2 year	Total
Borrowings	102.93	92.35	124.56	319.84
Lease Liabilities	81.36	88.56	1,041.37	1,211.29
Trade payable	839.75	-	-	839.75
Derivative financial liabilities	-	-	-	-
Other financial liabilities	164.38	-	-	164.38
Total	**1,188.42**	**180.91**	**1,165.93**	**2,535.26**

The Group had access to following funding facilities :

As at 31 March 2026 (₹ in Mn)

Funding facilities	Total facility	Drawn	Undrawn
Less than 1 year	1,778.58	450.94	1,327.64
Above 1 year	-	-	-
Total	**1,778.58**	**450.94**	**1,327.64**

As at 31 March 2025 (₹ in Mn)

Funding facilities	Total facility	Drawn	Undrawn
Less than 1 year	2,295.45	490.76	1,804.69
Above 1 year	-	-	-
Total	**2,295.45**	**490.76**	**1,804.69**

(C) Market risk

(i) Foreign exchange risk

The Group has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions (imports and exports). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency. The Group does not hedge its foreign exchange receivables/payables.

(ii) Derivative financial instrument

The Group uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. The Group does not acquire or issue derivative financial instruments for trading or speculative purposes. The Group does not enter into complex derivative transactions to manage the risks. The derivative transactions are normally in the form of forward contracts and these are subject to the Group guidelines and policies.

The fair values of all derivatives are separately recorded in the balance sheet within current financial assets. Derivatives that are designated as hedges are classified as current depending on the maturity of the derivative. The use of derivatives can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

a) Fair value hedge

The fair value hedges relate to forward covers taken to hedge currency exposure risks.The Group uses foreign exchange contracts from time to time to optimize currency risk exposure on its foreign currency transactions. Fair value changes on such forward contracts are recognized in profit or loss.

b) Non-qualifying/economic hedge

The Group enters into derivative contracts which are not designated as hedges for accounting purposes, but provide an economic hedge of a particular transaction risk or a risk component of a transaction. . Fair value changes on such derivative instruments are recognized in profit or loss.

Foreign currency risk exposure: **(₹ in Mn)**

Particulars	Currency	Amount in foreign currency (in Mn)		Amount in ₹ in Mn	
		31 March 2026	31 March 2025	31 March 2026	31 March 2025
Receivables					
Export trade receivable and advances	USD	9.40	9.66	891.87	825.53
	EURO	0.30	0.29	32.78	26.66
	CHF	0.00	-	0.24	-
Payables					
Payable for imports and others	USD	(2.61)	(3.08)	(247.67)	(262.88)
	EURO	(0.01)	(0.01)	(1.17)	(0.60)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(₹ in Mn)

Particulars	Currency	Exchange rate increase by 5%		Exchange rate decrease by 5%	
		31 March 2026	31 March 2025	31 March 2026	31 March 2025
Receivables					
Export trade receivable	USD	44.59	41.28	(44.59)	(41.28)
	EURO	1.64	1.33	(1.64)	(1.33)
	CHF	0.01	-	(0.01)	-
Payables					
Payable for imports and others	USD	12.38	13.14	(12.38)	(13.14)
	EURO	0.06	0.03	(0.06)	(0.03)

(ii) Interest rate risk

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Group's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Variable rate borrowing	1,669.67	1,803.15
Fixed rate borrowing	156.68	219.84
Total borrowings	**1,826.35**	**2,022.99**

Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Interest rates – increase by 50 basis points	8.35	9.02
Interest rates – decrease by 50 basis points	(8.35)	(9.02)

(iii) Price risk

The Group's exposure to price risk arises from investments held and classified as FVOCI/ FVTPL. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

Sensitivity analysis

Profit or loss and equity is sensitive to higher/lower prices of instruments on the Group's profit for the year - **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Price sensitivity		
Price increase by (5%) - FVOCI*	0.10	0.08
Price decrease by (5%) - FVOCI	(0.10)	(0.08)

* For sensitivity analysis in equity investment in shares of Altigreen, refer note 35 A, level 3 disclosure.

Note - 36

Disclosures as per Indian Accounting Standard (Ind AS) 108 "Operating Segments"

a) **Operating segments**

Management currently identifies the Group's three service areas as its operating segments as follows:

India

Canada

Others

b) **Segment revenue and expenses**

Revenue and expenses directly attributable to the segment is considered as 'Segment Revenue and Segment Expenses'.

c) **Segment assets and liabilities**

Segment assets and liabilities include the respective directly identifiable to each of the segments.

These operating segments are monitored by the chief operating decision maker and strategic decisions are made on the basis of segment operating results. Segment performance is evaluated based on the profit of each segment.

The following tables present revenue and profit information and certain asset and liability information regarding the reportable segments for the years ended 31 March 2026 and 31 March 2025.

(₹ in Mn)

Particulars	**India**		**Canada**		**Others**		**Total**	
	31 March 2026	**31 March 2025**	**31 March 2026**	**31 March 2025**	**31 March 2026**	**31 March 2025**	**31 March 2026**	**31 March 2025**
Revenue								
Sales to external customers	6,486.50	6,389.93	2,292.47	2,574.32	258.93	240.87	9,037.90	9,205.12
Inter-segment sale	(152.26)	(137.05)	-	-	-	-	(152.26)	(137.05)
Segment revenue	**6,334.24**	**6,252.88**	**2,292.47**	**2,574.32**	**258.93**	**240.87**	**8,885.64**	**9,068.07**
Interest revenue	23.32	30.74	0.46	1.33	-	(0.00)	23.78	32.07
Interest expense	30.15	70.02	12.38	18.23	(4.45)	(4.22)	38.08	84.03
Depreciation and amortisation	353.66	327.71	319.71	306.95	-	-	673.37	634.66
Reversal of provisions	0.06	-	-	-	-	-	0.06	-
Dividend revenue	0.03	0.03	-	-	-	-	0.03	0.03
Gain (Loss) Disposals of of property, plant and equipment	1.47	6.93	-	-	-	-	1.47	6.93
Exceptional items								
Segment result (profit before tax)	**427.14**	**618.56**	**(74.38)**	**27.56**	**(19.90)**	**(18.46)**	**332.86**	**627.66**
Income tax expense	115.41	161.91	7.66	62.12	-	-	123.07	224.03
Segment assets	**5,271.08**	**5,058.46**	**3,115.61**	**2,976.92**	**6.28**	**5.41**	**8,392.97**	**8,040.79**
Segment liabilities	**1,950.31**	**1,997.85**	**1,214.03**	**1,205.23**	**2.25**	**1.96**	**3,166.59**	**3,205.04**
Additions to non-current assets other than financial instruments, deferred tax assets, net defined benefit assets.	265.02	528.67	3.03	3.09	-	-	268.05	531.76

Information about major customer

During the year ended 31 March 2026 revenue of approximately 71.78% are derived from Four external customers (previous year: 65.70% are derived from four external customers).

Note - 37

Related party disclosures

a) List of related parties and relationships

i) Parties where control exists:

Subsidiary Company:

(a) 2545887 Ontario Inc., Canada

Step down subsidiaries:

(i) The Hi-Tech Gears Canada Inc.

(ii) Teutech Holding Corporation, USA

(iii) Teutech LLC, USA

(iv) Teutech Leasing Corporation, USA

(b) Neo Tech Auto Systems Inc., USA

(c) Neo Tech Smart Solutions Inc., Canada

ii) Key Management Personnel (KMP) and their relatives

(i) Mr. Deep Kapuria (Executive Chairman and Whole Time Director)

(ii) Mr. Anant Jaivant Talaulicar (Vice Chairman and Non Executive Director)

(iii) Mr. Pranav Kapuria (Managing Director)

(iv) Mr. Anuj Kapuria (Whole Time Director)

(v) Mr. Bidadi Anjani Kumar (Non Executive Director)

(vi) Mr. Rajiv Batra (Independent Director)

(vii) Mr. Vikram Rupchand Jaisinghani (Independent Director) 6

(viii) Mr. Arjun Juneja (Independent Director) 6

(ix) Mr. Deval Mahadev Desai (Independent Director) 6

(x) Mr. Kawal Jain (Non Executive Director)

(xi) Mrs. Suchitra Rajendra (Independent Director)

(xii) Mr. Vishal Seth (Independent Director) 1

(xiii) Mr. Vijay Mathur (Whole Time Director and Key Managerial Personnel) 2

(xiv) Mr. Ramakrishnan Ramanathan (Independent Director) 2

(xv) Mr. Girish Narang (Whole Time Director and Key Managerial Personnel) 3 & 6

(xvi) Mr. Sameer Gupta (Independent Director) 3 & 6

(xvii) Mr. Naveen Jain (Company Secretary)

(xviii) Mr. Kapil Rajora (Chief Financial Officer) 4

(xix) Mr. Vinod Raheja (Chief Financial Officer) 4

(xx) Mrs. Veena Kapuria (Wife of Mr. Deep Kapuria)

(xxi) Mr. Sandeep Dinodia (Independent Director) 5

(xxii) Mr. Anil Kumar Khanna (Independent Director) 5

(xxiii) Mr. Krishna Chandra Verma (Independent Director) 5

(xxiv) Mr. Vinit Taneja (Independent Director) 5

(xxv) Ms. Malini Sud (Independent Director)7

(xxvi) Mr. Amresh Kumar Verma (Whole-time Director)8

(xxvii) Mr. Ramesh Shankarmal Pilani (Independent Director)9

(xxviii) Mr. William J Costantino.(Independent Director)

(xxix) Mr. Rajesh Kumar (Executive Director)

1. Mr. Vishal Seth appointed as Non-Executive - Independent Director of the company w.e.f. April 25, 2025.
2. Mr. Vijay Mathur (Whole Time Director and Key Managerial Personnel) and Mr. Ramakrishnan Ramanathan (Independent Director), appointed to the Board of the company w.e.f. July 24, 2025.
3. Mr. Girish Narang (Whole Time Director and Key Managerial Personnel) and Mr. Sameer Gupta (Non-Executive Independent Director), resigned from the Board of the Company w.e.f. the closure of business hours of April 24, 2025 and June 20, 2025 respectively.
4. Mr. Vinod Raheja appointed as Chief Financial Officer and Key Managerial Personnel (CFO & KMP) of the Company, w.e.f. January 14, 2026 in place of Mr. Kapil Rajora, who resigned from the position of CFO & KMP w.e.f. January 13, 2026, due to change in his professional role within the Company.
5. Mr. Sandeep Dinodia, Mr. Anil Kumar Khanna, Mr. Krishan Chandra Verma and Mr. Vinit Taneja have retired with effect from the closure of business hours of September 17, 2024.
6. Mr. Vikram Rupchand Jaisinghani, Mr. Sameer Gupta, Mr. Arjun Juneja, Mr. Deval Mahadev Desai and Mr. Girish Narang were appointed w.e.f. August 06, 2024
7. Ms. Malini Sud retired from the position of Non-Executive - Independent Director w.e.f. February 12, 2025.
8. Mr. Amresh Kumar Verma has taken early retirement from the office of Whole-time Director and Key Managerial Personnel w.e.f. the closure of Business hours of August 06, 2024.
9. Mr. Ramesh Shankarmal Pilani appointed as Non Executive Independent Director of the Company has resigned w.e.f the closure of Business hours of January 27, 2025.

iii) Enterprises over which key management personnel and relatives of such personnel exercise significant influence with whom transactions has been undertaken:-

(i) Aquarian Fibrecement Private Limited

(ii) Vulcan Electro Controls Limited

(iii) The Hi-Tech Robotic Systemz Limited

(iv) The Hi-Tech Engineering Systems Private Limited

(v) Novus Hi-Tech Robotic Systemz Private Limited

(vi) Summit Inport Services Limited

(b) **Transactions with related parties carried out in the ordinary course of business:** (₹ in Mn.)

S.No	Particulars	Year	Related Parties							Total
			Subsidiary Group	Enterprise over which Key Management personnel and their relatives exercise significant influence					Key Management Personnel and its relatives	
				Aquarian Fibrecement Private Limited	Vulcan Electro Controls Limited	The Hi-Tech Engineering Systems Private Limited	Summit Inport Services Limited	The Hi-Tech Robotic Systemz Limited		
1	Purchase of goods	31 March 2026	-	-	1,210.42	232.68	-	-	-	**1,443.10**
		31 March 2025	-	-	1,051.19	270.03	-	-	-	**1,321.22**
2	Sale of goods	31 March 2026	-	-	5.27	12.96	-	-	-	**18.23**
		31 March 2025	-	-	3.30	0.15	-	-	-	**3.45**
3	Rendering of job work/services	31 March 2026	-	-	0.00	2.55	-	-	-	**2.55**
		31 March 2025	-	-	0.00	4.54	-	-	-	**4.54**
4	Sale of assets	31 March 2026	-	-	0.39	-	-	-	-	**0.39**
		31 March 2025	-	-	-	-	-	-	-	**-**
5	Purchase of asset	31 March 2026	-	-	-	-	-	-	-	**-**
		31 March 2025	-	-	-	65.11	-	-	-	**65.11**
6	Receiving of job work/services	31 March 2026	-	-	168.14	-	-	30.00	-	**198.14**
		31 March 2025	-	-	156.13	-	-	30.00	-	**186.13**
7	Leasing or hire purchase arrangements	31 March 2026	-	22.87	-	-	-	-	-	**22.87**
		31 March 2025	-	20.79	-	-	-	-	-	**20.79**
8	Remuneration paid*	31 March 2026	-	-	-	-	-	-	159.82	**159.82**
		31 March 2025	-	-	-	-	-	-	152.27	**152.27**
9	Commission paid	31 March 2026	-	-	-	-	-	-	3.97	**3.97**
		31 March 2025	-	-	-	-	-	-	6.06	**6.06**
10	Sitting fees	31 March 2026	-	-	-	-	-	-	1.75	**1.75**
		31 March 2025	-	-	-	-	-	-	1.16	**1.16**
11	Re-imbursement received	31 March 2026	-	-	-	-	-	-	-	**-**
		31 March 2025	-	-	-	-	-	-	-	**-**
12	Loan Provided	31 March 2026	-	-	-	-	-	-	-	**-**
		31 March 2025	-	-	-	-	-	-	0.52	**0.52**
13	Rent Paid	31 March 2026	-	-	-	-	0.12	-	5.87	**5.99**
		31 March 2025	-	-	-	-	0.03	-	5.34	**5.37**

*** The remuneration of Key Managerial Personnel included in various schedules to statement of profit and loss is as under:**

(₹ in Mn)

Particulars*	**31 March 2026**	**31 March 2025**
Short term employee benefits	153.55	146.71
Defined contribution plan	6.27	5.56

* Does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

(c) Closing balance with related parties in the ordinary course of business : **(₹ in Mn.)**

S.No	**Particulars**	**Year**	**Related Parties**							**Total**
			Subsidiary Group	**Enterprise over which Key Management personnel and their relatives exercise significant influence**					**Key Management Personnel and its relatives**	
				Aquarian Fibrecement Private Limited	**Vulcan Electro Controls Limited**	**The Hi-Tech Engineering Systems Private Limited**	**Summit Inport Services Limited**	**The Hi-Tech Robotic Systemz Limited**		
1	Trade payable	31 March 2026	-	-	218.08	96.01	-	5.40	-	**319.49**
		31 March 2025	-	-	123.34	153.04	-	2.70	-	**279.08**
2	Other payable	31 March 2026	-	-	-	-	-	-	9.59	**9.59**
		31 March 2025	-	-	-	-	0.03	-	13.61	**13.64**
3	Other receivable	31 March 2026	-	-	-	-	-	-	-	**-**
		31 March 2025	-	-	-	-	-	-	0.52	**0.52**

Terms and conditions of transactions with related parties

i) All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis

ii) For the year ended 31 March, 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (2024-25: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(This space has been intentionally left blank)

Note - 38

Interest in other entities

The Group's subsidiaries at 31 March 2026 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group.

Name of entity	Country of incorporation	Functional currency	Ownership interest held by the Group		Principal activities
			31 March 2026	31 March 2025	
2545887 Ontario Inc	Canada	CAD	100%	100%	Asset ownership, real estate.
Neo- Tech Auto System Inc.	USA	USD	100%	100%	Manufacturing and sales of auto components.
The Hi-Tech Gears Canada Inc.	Canada	CAD	100%	100%	Manufacturing and sales of automotive parts/ components.
Teutech Holding Corporation	USA	USD	100%	100%	Asset ownership.
Teutech LLC	USA	USD	100%	100%	Machining and job work of automotive components.
Teutech Leasing Corporation	USA	USD	100%	100%	Asset ownership, real estate.
Neo-Tech Smart Solutions Inc.	Canada	CAD	100%	100%	Manufacturing and sales of General Engineering, Industrial Components and Automotive Industry.

Note - 39

Capital management

The Group's objectives when managing capital are to:

- To ensure Group's ability to continue as a going concern, and
- To provide adequate return to shareholders

Management assesses the capital requirements in order to maintain an efficient overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Group manages its capital requirements by overseeing the following ratios –

(₹ in Mn)

Particulars	31 March 2026	31 March 2025
Net debt*	1,763.07	1,908.67
Total equity	5,226.38	4,835.75
Net debt to equity ratio	**0.34**	**0.39**

**Net debt = non-current borrowings + current borrowings + current maturities of non-current borrowings + interest accrued - cash and cash equivalents*

Note - 40

Contingent liabilities and commitments

(to the extent not provided for)

A *Contingent liabilities*

(1) Details of bank guarantees are as under:- **(₹ in Mn)**

S.No	Name of the beneficiary	31 March 2026	31 March 2025
1	Dy. Commissioner Customs Export, Tughlakabad, Delhi	0.15	0.15
2	Chief Engineer NPP and RA Rajasthan Rajya Vidut Prasaran Nigam Ltd	0.02	0.02
3	Chief Engineer NPP and RA Rajasthan Rajya Vidut Prasaran Nigam Ltd	-	0.01
4	The President of India (Through Asstt. / Dy Commissioner of Customs)	0.48	0.48
5	Rajasthan Rajya Vidut Prasaran Nigam Limited	0.03	0.03
6	Haryana City Gas Distribution (Bhiwadi) LTD	2.78	2.78
7	Haryana City Gas Distribution (Bhiwadi) LTD	0.70	0.70
8	Ministry of Heavy Industries, Government of India,represented by IFCI Limited	10.00	10.00
9	Rajasthan Renewable Energy Corporation Limited	1.70	1.70
	Total	**15.86**	**15.87**

(2) Contingent liabilities on account of statutory demands not provided for in the books of account are as follows:-

a) Direct Tax **(₹ in Mn)**

S.No	Particulars	Period to which the amount relates	31 March 2026	31 March 2025
1	Income Tax Act, 1961 (Assistant Commissioner of Income Tax (TDS)	Assessment Year 2019-20	2.66	2.66
2	Income Tax Act, 1961	Assessment Year 2019-20	-	0.30
3	Income Tax Act, 1961	Assessment Year 2019-20	0.06	0.05
	Total		**2.72**	**3.01**

b) Indirect Tax **(₹ in Mn)**

S.No	Particulars	Period to which the amount relates	31 March 2026	31 March 2025
1	Central Excise Act, 1944 (Additional Commissioner, Central Excise, Gurgaon, Haryana)	April 2005 to March 2008	1.04	1.04
2	Central Excise Act, 1944 (Additional Commissioner, Central Excise, Gurgaon, Haryana)	August 2014 to July 2015	2.02	2.02
3	Central Excise Act, 1944 (Additional Commissioner, Central Excise, Gurgaon, Haryana)	August 2015 to February 2017	3.62	3.62
4	Central Excise Act, 1944 (Deputy Commissioner, CGST, Gurugram, Haryana)	March 2017 to September 2017	1.60	1.60
5	Central Goods & Service Tax Act, 2017 (Deputy Commissioner, CGST, Gurugram, Haryana)	April 2020 To March 2021	0.88	-
6	Central Goods & Service Tax Act, 2017 (Deputy Commissioner, State GST Circle-B,-Bhiwadi)	Jan 2019 To March 2019	2.30	2.30
7	Central Goods & Service Tax Act, 2017 (Deputy Commissioner, State GST Circle-B,-Bhiwadi)	September 2016 to March 2017	0.10	0.10
	Total		**11.56**	**10.68**

(3) There are four legal cases filed by past employees against the Company for re-instatement/settlement of their dues/remuneration related matters. All cases are pending at various stages at courts of Rajasthan and Haryana. There is also in one of the the matter of commercial dispute of Company with one of supplier M/s. Happy Forgings Limited , the Hon'ble National Company Law Tribunal ("NCLT") Chandigarh passed an Order on August 30, 2024, admitting the Petition under Section 9 of the IBC Code 2016 and appointed an IRP. An appeal was filed before Hon'ble National Company Law Appellate Tribunal ("NCLAT"), Delhi challenging the Hon'ble NCLT Order and the Hon'ble NCLAT, Delhi vide its Order dated September 03, 2024, granted 'INTERIM STAY' of impugned NCLT Order and proceedings of IRP. The 'STAY' of the impugned order of NCLT is continuing and the matter is pending before Hon'ble NCLAT, Delhi for hearing. The financial impact of these cases, if any, is not identifiable and hence the same has not been provided in the financial statements of the Company.

B *Commitments (net of advance):*

Estimated amount of contracts remaining to be executed on capital accounts ₹ 95.29 Mn after adjusting advances (Previous years: 31 March 2025: ₹ 27.97 Mn).

Note - 41

Dividends

A The Board of Directors at its meeting held on May 29, 2026 have recommended a Final dividend of ₹ 4.00/- per equity share of ₹ 10/- each i.e. @ 40% on paid-up equity share capital of the company subject to approval of members at its ensuing Annual General Meeting.

B Dividend declared and paid in earlier years are as follows –

(₹ in Mn)

Nature	31 March 2026	31 March 2025
Final dividend	93.97	93.89

Note - 42

Leases disclosure as lessee

The Group has leases for land, solar plants, flat and office building. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability as a borrowings. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublease the asset to another party, the right-of-use asset can only be used by the Group. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and other premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

A Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

(₹ in Mn)

Particulars	31 March 2026	31 March 2025
Short-term leases	6.98	6.24
Leases of low value assets	-	-
Variable lease payments	-	-

B Total cash outflow for leases for the year ended 31 March 2026 was Rs. 189.93 Mn (previous year 31 March 2025 was Rs. 169.01 Mn).

C The Company has total commitment for short-term leases of Rs. 7.28 Mn as at 31 March 2026 (previous year 31 March 2025 was Rs. 6.67 Mn).

D Amounts recognised in the statement of profit or loss: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Amortization on right-of-use assets	47.77	46.28
Interest on lease liabilities	97.48	97.51

E Maturity of lease liabilities

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

(₹ in Mn)

31 March 2026	Minimum lease payments due						
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total
Lease payments	189.82	191.17	179.62	167.05	169.00	1,086.49	**1,983.15**
Interest expense	93.46	85.52	77.00	69.73	62.05	377.70	**765.46**
Net present values	**96.36**	**105.65**	**102.62**	**97.32**	**106.95**	**708.79**	**1,217.69**

31 March 2025	Minimum lease payments due						
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total
Lease payments	175.40	175.78	176.85	165.02	152.15	1,196.94	**2,042.14**
Interest expense	94.05	87.22	79.89	72.05	65.53	432.11	**830.85**
Net present values	**81.35**	**88.56**	**96.96**	**92.97**	**86.62**	**764.83**	**1,211.29**

F Variable lease payments are expensed in the period they are incurred. Expected future cash outflow as at 31 March 2026 is Nil (31 March 2025 is of Rs.Nil).

G Information about extension and termination options

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Land	7	19-90 years	52 years	3	4	3
Residential flat	4	69-74 years	72 years	0	4	0
Factory premises	2	2-8 years	5 years	2	0	2
Solar plants	3	19-24 years	22 years	3	3	3

Note - 43

Employee benefits

The Government of India has consolidated 29 labour laws into four New Labour Codes, effective 21 November 2025, with the supporting rules yet to be notified. The Group is in the process of evaluating the full impact of these New Labour Codes. Based on actuarial valuation, currently available guidance and management estimation, the increase in employee benefit obligations resulting from the change in law, amounting to Rs.15.5 Million is accounted for as past service cost and recognised as expense under the head Employee benefites expense in the Standalone and Consolidated Statement of Profit and Loss during the year ended March 31, 2026 in accordance with Ind AS 19.The Group continues to monitor the notification of Central and State Rules and will evaluate any further accounting implications arising from future developments.

A ***Compensated absences-earned leave***

Risk

Salary increases	Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk	If plan is funded then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

i) Amounts recognized in the consolidated balance sheet **(₹ in Mn)**

Particulars	**31 March 2026**	**31 March 2025**
Present value of the obligation at end	44.21	42.40
Net obligation recognised in balance sheet as provision	44.21	42.40
Current liability (amount due within one year)	**5.66**	**5.14**
Non-current liability (amount due over one year)	**38.55**	**37.26**

ii) Expenses recognized in consolidated statement of profit and loss **(₹ in Mn)**

Particulars	**31 March 2026**	**31 March 2025**
Current service cost	7.47	6.17
Past Service Cost including curtailment Gains/Losses	6.80	-
Interest cost	2.88	3.16
Actuarial (gain)/loss net on account of:		
Changes in financial assumptions	(0.98)	-
Changes in experience adjustment	(2.20)	1.13
Cost recognized during the year	**13.97**	**10.46**

iii) Movement in the liability recognized in the consolidated balance sheet is as under: **(₹ in Mn)**

Particulars	**31 March 2026**	**31 March 2025**
Present value of defined benefit obligation at the beginning of the year	42.40	43.75
Current service cost	7.47	6.17
Past Service Cost including curtailment Gains/Losses	6.80	
Interest cost	2.88	3.16
Actuarial (gain)/loss net	(3.18)	1.13
Benefits paid	(12.16)	(11.81)
Present value of defined benefit obligation at the end of the year	**44.21**	**42.40**

iv) (a) For determination of the liability of the Group the following actuarial assumptions were used:

Particulars	31 March 2026	31 March 2025
Discount rate	7.08%	6.78%
Salary escalation rate	8.50%	8.50%
Retirement Age (Years)	58.00	58.00
Ages	**Withdrawal rate (%)**	
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Leave		
Leave availment rate	5.00%	5.00%
Leave lapse rate while in service	0.00%	0.00%
Leave lapse rate on exit	0.00%	0.00%
Leave encashment rate while in service	5.00%	5.00%

Mortality rates inclusive of provision for disability -100% of IALM (2006 – 08)

iv) (b) Maturity Profile of defined benefit obligation **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
0 to 1 year	5.66	5.14
1 to 2 year	2.65	1.99
2 to 3 year	2.52	3.00
3 to 4 year	2.70	2.67
4 to 5 year	3.35	2.30
5 to 6 year	3.42	3.43
6 year onwards	23.91	23.87

v) Sensitivity analysis for compensated absences liability **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
a) Impact of the change in discount rate		
Present value of obligation at the end of the year	44.21	42.40
Impact due to increase of 0.50 %	(1.77)	(1.71)
Impact due to decrease of 0.50 %	1.91	1.84
b) Impact of the change in salary increase		
Present value of obligation at the end of the year	44.21	42.40
Impact due to increase of 0.50 %	1.87	1.80
Impact due to decrease of 0.50 %	(1.76)	(1.69)

Sensitivities due to mortality and withdrawals are not material. Hence impact of change is not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

B *Gratuity*

Risk

Salary increases	Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk	If plan is funded then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

i) Amounts recognized in the consolidated balance sheet **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Present value of the obligation	146.71	145.43
Fair value of plan assets	147.42	154.05
Net (assets) / liability recognised in balance sheet as provision	(0.71)	(8.62)
Current (assets) liability (amount due within one year)	**(0.71)**	**(8.62)**

ii) Gain recognised in other comprehensive income: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Actuarial gains/(loss) on asset	0.75	0.02
Actuarial gains/(loss) on PBO	16.71	0.96
Gain recognised in other comprehensive income	**17.46**	**0.98**

iii) Actuarial (gain)/loss on obligation **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Actuarial (gain)/loss net on account of:		
Changes in financial assumptions	(2.19)	3.87
Changes in experience adjustment	(14.53)	(4.83)

iv) Expenses recognized in consolidated statement of profit and loss **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Current service cost	9.98	9.57
Past Service Cost including curtailment Gains/Losses	15.97	-
Interest cost	(0.58)	(0.99)
Cost recognized during the year	**25.37**	**8.58**

v) Major categories of plan assets (as percentage of total plan assets)

Particulars	31 March 2026	31 March 2025
Government of India Securities	0%	0%
State Government securities	0%	0%
High Quality Corporate Bonds	0%	0%
Equity Shares of listed companies	0%	0%
Funds managed by insurer	100%	100%
Bank Balance	0%	0%
Total	**100%**	**100%**

vi) Change in plan assets is as under: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Fair value of plan assets at the beginning of the period	154.04	156.55
Actual return on plan assets	11.19	11.33
Employer contribution	-	2.57
Benefits paid	(17.81)	(16.41)
Present value of defined benefit obligation at the end of the year	**147.42**	**154.04**

vii) Movement in the liability recognised in the consolidated balance sheet is as under: **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
Present value of defined benefit obligation at the beginning of the year	145.43	142.89
Current service cost	9.98	9.57
Past Service Cost including curtailment Gains/Losses	15.97	-
Interest cost	9.86	10.33
Actuarial (gain)/loss net	(16.72)	(0.95)
Benefits paid	(17.81)	(16.41)
Present value of defined benefit obligation at the end of the year	**146.71**	**145.43**

viii) (a) For determination of the liability of the Group the following actuarial assumptions were used:

Particulars	31 March 2026	31 March 2025
Discount rate	7.08%	6.78%
Salary escalation rate	8.50%	8.50%
Retirement age (Years)	58.00	58.00
Withdrawal rate		
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%
Weighted average duration of PBO	7.86	10.49

Mortality rates inclusive of provision for disability -100% of IALM 2012-14 (P.Y. 2012 – 14)

viii) (b) Maturity profile of defined benefit obligation **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
0 to 1 year	25.55	21.12
1 to 2 year	11.55	10.80
2 to 3 year	12.77	10.78
3 to 4 year	13.65	13.32
4 to 5 year	14.28	12.59
5 to 6 year	12.56	12.22
6 year onwards	56.35	64.60

ix) Sensitivity analysis for compensated absences liability **(₹ in Mn)**

Particulars	31 March 2026	31 March 2025
a) Impact of the change in discount rate		
Present value of obligation at the end of the year	146.71	145.43
Impact due to increase of 0.50 %	(3.96)	(4.33)
Impact due to decrease of 0.50 %	4.19	4.58
b) Impact of the change in salary increase		
Present value of obligation at the end of the year	146.71	145.43
Impact due to increase of 0.50 %	3.75	4.23
Impact due to decrease of 0.50 %	(3.62)	(4.05)

Sensitivities due to mortality and withdrawals are not material. Hence impact of change is not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Note - 44

Disclosure under Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets": Movements in each class of provision during the financial year, are set out below:

(₹ in Mn)

Particulars	Provision on rate differences*
As at 1 April 2024	**31.22**
Additional provision recognised	(14.90)
As at '31 March 2025	**16.32**
Additional provision recognised	(6.70)
As at '31 March 2026	**9.62**

*This provision reflects the amount that could be payable on account of foreign exchange adjustment on export.

Note - 45

Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of major changes on account of revenue recognised in the reporting period from the contract liability balance at the beginning of the period and other changes, as summarised below:

(₹ in Mn)

Description	31 March 2026	31 March 2025
Contract liabilities at the beginning of the year	37.07	22.47
Less: performance obligations satisfied in current year	(29.48)	(1.83)
Add: advance received during the year.	6.10	16.43
	13.69	**37.07**

Disaggregation of revenue

Revenue arises mainly from the sale of manufactured and traded goods, sale of software, and job work services. **(₹ in Mn)**

Description	31 March 2026	31 March 2025
Sale of goods	8,822.44	9,025.19
Job work	261.81	244.45
	9,084.25	**9,269.64**

(₹ in Mn)

Description	31 March 2026	31 March 2025
India	5,030.48	4,788.29
America	2,236.29	2,818.15
Others	1,817.48	1,663.20
	9,084.25	**9,269.64**

Reconcile the amount of revenue recognised in the statement of profit and loss with the contracted price **(₹ in Mn)**

Description	31 March 2026	31 March 2025
Revenue recognised during the year	9,084.25	9,269.64
Less: Discount, rebates, credits etc.	-	-
Revenue as per the contact	**9,084.25**	**9,269.64**

Timing of Revennue recognisition: **(₹ in Mn)**

Description	Year ended 31 March 2026	Year ended 31 March 2025
Revenue recognised at point in time		
Sale of goods	8,822.44	9,025.19
Revenue recognised over time		
Job work	261.81	244.45
	9,084.25	**9,269.64**

Note - 45A

Derivative financial instruments and hedge accounting

The Company is exposed to foreign currency risk from foreign currency borrowings and highly probable forecasted sales, primarily denominated in USD and EURO. The Company has a risk management policy which aims to hedge foreign currency and interest rate arising from its borrowings denominated in a currency other than the functional currency of the Company. The Company uses cross currency swap and interest rate swaps to hedge its exposure to foreign currency and interest rate risk. The Company designates certain derivatives as hedging instruments in respect of foreign currency risk and interest rate risk in cash flow hedges.

Hedge ineffectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company uses dollar offset method using a hypothetical derivatives, dollar offset method is a quantitative method that consists of comparing the change in fair value or cash flows of the hedging instrument with the change in fair value or cash flows of the hedged item attributable to the hedged risk.

The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk and notional amount of the hedging instruments are identical to the hedged items.

Impact of hedging activities

(a) Disclosures of effects of hedge accounting on balance sheet:

As on 31 March 2026 **(₹ in Mn)**

Type of hedge and risks	Notional amount	Carrying amount of hedging instruments		Maturity dates	Hedge ratio	Weighted average strike price/rate	Change in fair value of hedging instruments	Change in value of hedged item used as the basis for recognising hedge effectiveness
		Assets (₹ in mn)	Liabilities (₹ in mn)					
Cash flow hedge								
Foreign exchange risk								
(i) Cross currency swaps	EUR -	-	-					-
Interest rate risk								
(ii) Interest rate swaps	USD -	-	-					-

As on 31 March 2025 **(₹ in Mn)**

Type of hedge and risks	Notional amount	Carrying amount of hedging instruments		Maturity dates	Hedge ratio	Weighted average strike price/rate	Change in fair value of hedging instruments	Change in value of hedged item used as the basis for recognising hedge effectiveness
		Assets (₹ in mn)	Liabilities (₹ in mn)					
Cash flow hedge								
Foreign exchange risk								
(i) Cross currency swaps	EUR 6.46	-	-0.00	Jun 2020 - Dec 2024	1:1	78.18	10.31	-10.31
Interest rate risk								
(ii) Interest rate swaps	USD -	-	-				(8.23)	8.23

(b) Disclosure of effects of hedge accounting on statement of profit and loss

For the year ended 31 March 2026 **(₹ in Mn)**

Type of hedge	Change in value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised	Amount reclassified from cash flow hedge reserve	Line item affected on reclassification
Cash flow hedge				
Foreign exchange risk	-	-	-	Revenue
Interest rate risk	-	-	-	Finance cost

For the year ended 31 March 2025 **(₹ in Mn)**

Type of hedge	Change in value of hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised	Amount reclassified from cash flow hedge reserve	Line item affected on reclassification
Cash flow hedge				
Foreign exchange risk	10.31	-	-	Revenue
Interest rate risk	(8.23)	-	-	Finance cost

(c) Movement in cash flow hedging reserve **(₹ in Mn)**

	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow hedge reserve		
Opening Balance	**0.00**	**(2.08)**
Add: Changes in fair value of hedging instruments	-	2.08
Less: Amounts reclassified to profit or loss	-	-
Less: Deferred tax relating to above (net)	-	-
Balance as at 31 March 2026	**0.00**	**0.00**

Note - 46

Notes to the consolidated financial statements for the year ended 31 March 2026

FORM AOC -1

Pursuant to first proviso to sub- section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014. Statement containing salient features of the financial statement of subsidiaries

Part - "A" : Subsidiaries (₹ in Mn)

S.No	Name of Subsidiary	2545887 Ontario Inc. ('254')	2504584 Ontario Inc. ('250')	2323532 Ontario Inc. ('232')	The Hi-Tech Gears Canada Inc (Formerly known as Teutech Industries Inc.) ('Teutech')	Teutech Holding Corp. ('Teutech Holding')	Teutech Leasing Corporation	Teutech LLC	Neo-Tech Auto Systemz, Inc.	Neo-Tech Smart Solutions Inc.
1	Reporting period	April 25 to March 26	April 25 to March 26	April 25 to March 26	April 25 to March 26	April 25 to March 26	April 25 to March 26	April 25 to March 26	April 25 to March 26	April 25 to March 26
2	Reporting currency	CAD	CAD	CAD	CAD	USD	USD	USD	USD	CAD
3	Exchange rate	Rs 68.16/CAD for BSRs 63.91/CAD for PL	Rs 68.16/CAD for BSRs 63.91/CAD for PL	Rs 68.16/CAD for BSRs 63.91/CAD for PL	Rs 68.16/CAD for BSRs 63.91/CAD for PL	CAD 1.3939/ USD and then Rs 68.16/ CAD for BS Rs 63.91/ CAD for PL	CAD 1.3939/ USD and then Rs 68.16/ CAD for BS Rs 63.91/ CAD for PL	CAD 1.3939/ USD and then Rs 68.16/ CAD for BS Rs 63.91/ CAD for PL	Rs 94.85/ USD for BS Rs 88.35/ USD for PL	Rs 68.16/ CAD for BS Rs 63.91/ CAD for PL
4	Share Capital	1,534.55	-	-	2,456.99	162.03	0.00	-	0.64	13.78
5	Reserves & Surplus	(340.93)	-	-	(371.74)	268.06	193.53	(237.97)	3.38	(10.91)
6	Total Liabilities	1,970.89	-	-	1,889.78	5.85	362.92	550.84	2.25	0.55
7	Total Assets	3,164.50	-	-	3,975.03	435.94	556.45	312.87	6.27	3.41
8	Investments	3,164.10	-	-	214.45	-	-	-	-	-
9	Turnover	12.85	-	-	2,455.42	-	37.59	260.36	-	0.73
10	Profit/(Loss) before Taxation	3.67	-	-	72.13	(0.75)	31.01	(50.25)	0.09	0.09
11	Provision for Taxation/Earlier year Tax/DTA/DTL	-	-	-	8.28	-	1.72	0.05	-	-
12	Profit/(Loss) after Taxation	3.67	-	-	63.85	(0.75)	29.29	(50.30)	0.09	0.09
13	Proposed dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
14	% of shareholding	100%	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100%	100%

For the year ended 31 March 2025

S.No	Name of Subsidiary	2545887 Ontario Inc. ('254')	2504584 Ontario Inc. ('250')	2323532 Ontario Inc. ('232')	The Hi-Tech Gears Canada Inc (Formerly known as Teutech Industries Inc.) ('Teutech')	Teutech Holding Corp. ('Teutech Holding')	Teutech Leasing Corporation	Teutech LLC	Neo-Tech Auto Systemz, Inc.	Neo-Tech Smart Solutions Inc.
1	Reporting period	April 24 to March 25	April 24 to March 25	April 24 to March 25	April 24 to March 25	April 24 to March 25	April 24 to March 25	April 24 to March 25	April 24 to March 25	April 24 to March 25
2	Reporting currency	CAD	CAD	CAD	CAD	USD	USD	USD	USD	CAD
3	Exchange rate	Rs 59.56/CAD for BS Rs 60.76/CAD for PL	Rs 59.56/CAD for BS Rs 60.76/CAD for PL	Rs 59.56/CAD for BS Rs 60.76/CAD for PL	Rs 59.56/CAD for BS Rs 60.76/CAD for PL	CAD 1.4376/ USD and then Rs 59.56/ CAD for BS Rs 60.76/ CAD for PL	CAD 1.4376/ USD and then Rs 59.56/ CAD for BS Rs 60.76/ CAD for PL	CAD 1.4376/ USD and then Rs 59.56/ CAD for BS Rs 60.76/ CAD for PL	Rs 85.47/ USD for BS Rs 84.54/ USD for PL	Rs 59.56/ CAD for BS Rs 60.76/ CAD for PL
4	Share Capital	1,534.55	-	-	2,456.99	162.03	0.00	-	0.64	13.78
5	Reserves & Surplus	(1,072.53)	-	-	(694.35)	226.30	146.26	(166.13)	2.81	(11.40)
6	Total Liabilities	2,383.18	-	-	1,896.97	4.57	326.66	445.64	1.96	0.43
7	Total Assets	2,845.20	-	-	3,659.61	392.90	472.92	279.51	5.41	2.81
8	Investments	2,764.87	-	-	187.39	-	-	-	-	-
9	Turnover	12.21	-	-	2,719.88	-	37.57	241.32	-	0.61
10	Profit/(Loss) before Taxation	5.03	-	-	169.13	(1.52)	31.10	(50.27)	2.24	0.14
11	Provision for Tax/Earlier year Tax Adj	-	-	-	47.42	8.87	9.70	(0.74)	-	-
12	Profit/(Loss) after Taxation	5.03	-	-	121.71	(10.39)	21.40	(49.53)	2.24	0.14
13	Proposed dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
14	% of shareholding	100%	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100% (step down subsidiary)	100%	100%

Notes:

a) Subsidiary Company(ies) do no have any investment in the Holding Company.

b) There are no associate or joint venture of the Holding Company, hence Part - B of AOC - 1 is not applicable.

Note - 47

Additional information in pursuant to Schedule III of the Companies Act, 2013

For the year ended 31 March 2026

S.No	Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
		% of consolidated net assets	Amount (₹ in Mn)	% of consolidated net assets	Amount (₹ in Mn)	% of consolidated OCI	Amount (₹ in Mn)	% of consolidated total OCI	Amount (₹ in Mn)
1	**Holding**	94.95%	4,962.58	157.57%	330.45	5.00%	13.44	71.85%	343.89
2	**Subsidiaries**								
	Neo-Tech Auto System, Inc., USA	0.08%	4.02	0.04%	0.09	0.15%	0.40	0.10%	0.49
	Neo-Tech Smart Solutions Inc., Canada	0.05%	2.87	0.04%	0.09	0.15%	0.40	0.10%	0.49
	2545887 Ontario Inc.	(4.53%)	(236.98)	1.75%	3.67	94.71%	254.66	53.98%	258.33
3	**Step down subsidiaries**								
	The Hi-Tech Gears Canada Inc	7.41%	387.48	(49.04%)	(102.84)	0.00%	-	(21.49%)	(102.84)
	Teutech Holding Corporation	(0.64%)	(33.38)	(0.36%)	(0.75)	0.00%	-	(0.16%)	(0.75)
	Teutech LLC	(1.02%)	(53.41)	(23.98%)	(50.30)	0.00%	-	(10.51%)	(50.30)
	Teutech Leasing Corporation	3.70%	193.13	13.97%	29.29	0.00%	-	6.12%	29.29
	2504584 Ontario Inc	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	2323532 Ontario Inc	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Total	**100.00%**	**5,226.31**	**100.00%**	**209.72**	**100.00%**	**268.90**	**100.00%**	**478.62**

For the year ended 31 March 2025

S.No	Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
		% of consolidated net assets	Amount (₹ in Mn)	% of consolidated net assets	Amount (₹ in Mn)	% of consolidated OCI	Amount (₹ in Mn)	% of consolidated total OCI	Amount (₹ in Mn)
1	**Holding**	97.26%	4,703.17	117.37%	473.78	77.83%	(111.21)	139.03%	362.57
2	**Subsidiaries**								
	Neo-Tech Auto System, Inc., USA	0.07%	3.45	0.55%	2.24	(0.04%)	0.05	0.88%	2.29
	Neo-Tech Smart Solutions Inc., Canada	0.05%	2.38	0.04%	0.14	0.03%	(0.05)	0.04%	0.09
	2545887 Ontario Inc.	(10.17%)	(491.64)	1.24%	5.03	22.17%	(31.67)	(10.22%)	(26.64)
3	**Step down subsidiaries**								
	The Hi-Tech Gears Canada Inc	10.14%	490.32	(9.66%)	(39.01)	0.00%	-	(14.96%)	(39.01)
	Teutech Holding Corporation	(0.67%)	(32.63)	(2.57%)	(10.39)	0.00%	-	(3.99%)	(10.39)
	Teutech LLC	(0.06%)	(3.11)	(12.27%)	(49.53)	0.00%	-	(18.99%)	(49.53)
	Teutech Leasing Corporation	3.39%	163.84	5.30%	21.40	0.00%	-	8.20%	21.40
	2504584 Ontario Inc	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	2323532 Ontario Inc	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Total	**100.00%**	**4,835.78**	**100.00%**	**403.66**	**100.00%**	**(142.88)**	**100.00%**	**260.78**

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ESOP Related Disclosure

a. Description of share based payment arrangements

i. Share Options Schemes

The Hi-Tech Gears Limited Stock Incentives Plan, 2021

The Scheme has been adopted by the Board of Directors on 12 April 2021, read with the Special Resolution passed by the Members of the Company on 29 September 2021 and shall be deemed to come into force with effect from 29 September 2021 being the date of approval by the Members. The maximum number of options that can be granted to any eligible employee were reserved at 600,000 Equitys shares representing 3.20% of the outstanding number of shares issued by the company on the date when the plan is approved. For vesting, there shall be a lock in of minimum period of one year between Grant of options and its vesting. Vesting of Options will take place over period of four years in the manner as under:

- On completion of Year 3 from date of Grant: 50% of options granted
- On completion of Year 4 from date of Grant: 50% of options granted
- Employee's continuity in the organization
- No disciplinary proceeding pending against the Participants on the date of vesting

Nomination and Remuneration Committee has approved revised vesting period for Options granted on 5th November 2022, 22th November 2022 and 09th Janaury 2024 as follows:-

Vesting Schedule: end of		
1st Year	2nd Year	3rd Year
34%	33%	33%

Further, Nomination And Remuneration Committee has granted options on 12 February 2025 and 24 February 2026 with revised vesting period as follows:-

Vesting Schedule: end of			
1st Year	2nd Year	3rd Year	4th Year
20%	20%	30%	30%

Set out below is a summary of options granted under the plan:

	31 March 2026		31 March 2025	
	Weighted average exercise price per share option (INR)	**Number of options**	**Weighted average exercise price per share option (INR)**	**Number of options**
Opening balance	10	40,007	10	47,122
Granted during the year	10	12,318	10	9,224
Exercised during the year	10	(20,330)	10	(15,031)
Forfeited/expired during the year	10	-	10	(1,308)
Closing balance	**10**	**31,995**	**10**	**40,007**
Vested and exercisable	10	6,497	10	6,504

Share options outstanding at the end of the year has following exercise prices and weighted average remaining contractual life:

Grant date	**31 March 2026**			**31 March 2025**		
	Exercise price	**Share options**	**weighted average remaining contractual life**	**Exercise price**	**Share options**	**weighted average remaining contractual life**
05 November 2022	10	-	-	10	3,666	3.10
22 November 2022	10	1,569	0.15	10	2,877	1.15
22 November 2022	10	1,523	1.15	10	2,792	2.15
22 November 2022	10	1,523	2.15	10	9,011	3.15
09 January 2024	10	835	1.28	10	835	2.28
09 January 2024	10	809	2.28	10	5,801	3.28
09 January 2024	10	5,801	3.28	10	5,801	4.28
12 February 2025	10	238	2.37	10	1,845	3.37
12 February 2025	10	1,845	3.37	10	1,845	4.37
12 February 2025	10	2,767	4.37	10	2,767	5.37
12 February 2025	10	2,767	5.37	10	2,767	6.37
24 February 2026	10	2,465	3.41	-	-	-
24 February 2026	10	2,465	4.41	-	-	-
24 February 2026	10	3,694	5.41	-	-	-
24 February 2026	10	3,694	6.41	-	-	-

b. **Measurement of fair values**

The fair values are measured based on the Black-Scholes-Merton model. The fair value of the options and inputs used in the measurement of the grant date and measurement date fair values of the equity -settled and cash settled share based payments are as follows:

Options granted on	Fair value per Option at grant date (in INR)	Share price at grant date (in INR)	Exercise price (in INR)	Expected volatility	Expected life (in years)	Expected dividend yield	Risk-free interest rate
05 November 2022	211.94	225.85	10	59.71%	3.50	0.66%	6.96%
05 November 2022	211.94	225.85	10	55.49%	4.50	0.66%	7.07%
05 November 2022	211.94	225.85	10	53.10%	5.50	0.66%	7.13%
22 November 2022	244.12	258.1	10	59.71%	3.50	0.58%	6.81%
22 November 2022	244.12	258.1	10	55.49%	4.50	0.58%	6.91%
22 November 2022	244.12	258.1	10	53.10%	5.50	0.58%	6.97%
09 January 2024	469.93	488.4	10	55.78%	3.50	0.51%	6.78%
09 January 2024	469.93	488.4	10	58.62%	4.50	0.51%	6.80%
09 January 2024	469.93	488.4	10	56.48%	5.50	0.51%	6.82%
12 February 2025	669.5	702.2	10	52.50%	3.50	0.71%	6.33%
12 February 2025	669.5	702.2	10	53.70%	4.50	0.71%	6.34%
12 February 2025	669.5	702.2	10	56.80%	5.50	0.71%	6.37%
12 February 2025	669.5	702.2	10	54.80%	6.50	0.71%	6.40%
24 February 2026	611.29	644.05	10	47.21%	3.50	0.80%	5.80%
24 February 2026	611.29	644.05	10	48.16%	4.50	0.80%	5.95%
24 February 2026	611.29	644.05	10	49.52%	5.50	0.80%	6.09%
24 February 2026	611.29	644.05	10	52.39%	6.50	0.80%	6.22%

c. **Effect of employee stock option schemes on the statement of profit and loss**

Particulars	31 March 2026	31 March 2025
Employee stock option scheme expense	3.41	3.62
	3.41	3.62

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OTHER STATUTORY INFORMATION

(i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group do not have any transactions with companies struck off.

(iii) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vii) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The Group has borrowings from banks and others on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group with banks and others are in agreement with the books of accounts.

(ix) The Group is not declared as willful defaulter by any bank or financial institution or other lender.

(x) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(xi) There is no approved scheme(s) of arrangement.

(xii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both.

For YAPL & Co.
Chartered Accountants
Firm Registration No. 017800N

CA. Sakshi Garg
(Partner)
Membership No. 553997
UDIN: 26553997POEXLJ7959

Place: Ludhiana
Date: May 29, 2026

For and on behalf of
The Hi-Tech Gears Limited

Deep Kapuria
Executive Chairman
DIN 00006185
Place: New Delhi

Pranav Kapuria
Managing Director
DIN 00006195
Place: New Delhi

Vijay Mathur
Chief Financial Officer
Place: Gurgaon

Naveen Jain
Company Secretary
Place: Gurgaon

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting ("AGM") of the Members of M/s. The Hi-Tech Gears Limited will be held on Tuesday, September 22, 2026, at 5:00 P.M. (IST) at the registered office of the Company at Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurugram, Haryana-122050, along with the facility to attend the AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare the final dividend @ 40% i.e. ₹ 4.00/- (Rupees four Only) per equity share having a face value of ₹ 10 each for the financial year 2025-2026 as recommended by the Board of Directors.
3. To appoint a director in place of Mr. Bidadi Anjani Kumar (DIN-00022417) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kawal Jain (DIN-00910924) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Approval of remuneration of Cost Auditor for the financial year 2026-2027.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Kabra & Associates, Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2026-2027, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this resolution, including necessary documentation and filing of necessary statutory forms and returns to the appropriate authorities."

6. **Re-appointment of Mr. Rajiv Batra (DIN-00082866) as a Non-Executive Independent Director of the Company.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as **a Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, Mr. Rajiv Batra (DIN-00082866), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from November 02, 2021 to November 01, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from November 02, 2026 upto November 01, 2031 (both days inclusive).

   RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Rajiv Batra (DIN-00082866), as a Non-Executive Independent Director of the Company notwithstanding that he will attain the age of seventy five (75) years during his term of office, up to expiry of his approved tenure, on the terms and conditions as approved by the Board and Members of the Company.

   RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this resolution, including necessary documentations such as issuance of appointment letter detailing the terms & conditions, duties & responsibilities be issued by the Board of Directors (including a duly constituted Committee), filing of necessary statutory forms and returns to the appropriate authorities."

7. **Continuation of Directorship of Mr. Bidadi Anjani Kumar (DIN-00022417) as a Non-Executive Non-Independent Director of the Company at the completion of 75 years of age.**

   To consider and if thought fit to pass with or without modification(s), the following resolution as **a Special Resolution:**

   "RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Bidadi Anjani Kumar (DIN-00022417), who would attain the age of seventy five (75) years on March 25, 2027, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this resolution, including necessary documentation such as issuance of appointment letter detailing the terms & conditions, duties & responsibilities be issued by the Board of Directors (including a duly constituted Committee), filing of necessary statutory forms and returns to the appropriate authorities."

By order of the Board of Directors
The Hi-Tech Gears Limited

Sd/-

Place: New Delhi — **Naveen Jain**
Date: August 06, 2026 — **Company Secretary**
Membership No: - A15237

Registered Office:
Plot No. 24,25,26, Sector-7,
IMT Manesar, Gurugram, Haryana 122050

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate certified copy of the Board resolution to the Company.

   The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company at Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurugram, Haryana-122050, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

2. Pursuant to the applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the circulars issued by the Ministry of Corporate Affairs ("MCA"), including General Circular No. 03/2025 dated September 22, 2025 and any subsequent clarifications, amendments or notifications issued by MCA, time to time, permitting companies to convene their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") till further orders, and subject to compliance with the applicable statutory requirements and any circulars, notifications or guidelines issued by the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges from time to time, the Company is convening its AGM through VC/OAVM.

   Hence, those members who are unable to attend the meeting physically may attend the meeting through VC or OAVM.

3. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting and e-Voting during the Annual General Meeting for participation in the meeting through VC/ OAVM.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the NSDL's e-Voting website at www.evoting.nsdl.com The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. A statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

6. Participation of Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act along with members physically present at the AGM Venue.

7. Corporate Members are requested to send the details of their authorized representatives along with a duly certified copy of the Board Resolution to attend this meeting and to vote through remote e-voting pursuant to Section 113 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder. The said Resolution/Authorization shall be sent electronically by email to the Scrutinizer at its registered e-mail address nirbhaykumar77@gmail.com

8. The Secretarial Auditor has issued Certificate that the ESOP Scheme is being implemented in accordance with Regulation 13 of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and in accordance with the resolution of the Shareholders of the Company and Nomination & Remuneration Committee of the Board of Directors.

9. The information and disclosures pertaining to the Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM"), as required under the provisions of the Companies Act, 2013, Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, Regulation 36(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the applicable statutory requirements, form an integral part of this Notice. The concerned Directors have furnished the requisite declarations, disclosures and confirmations as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

10. The Board of Directors of the Company has recommended to the shareholders a final dividend @40% i.e. ₹ 4 (Rupees four only) per equity share. If final dividend on shares is approved at the ensuing AGM, payment of such dividend will be made to those members, whose names appear in the Register of Members on September 15, 2026. In respect of the shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on the closing hours of business on September 15, 2026, as per the details furnished by the depositories.

11. Pursuant to Finance Act, 2020 and provisions of the Income Tax Act, 2025 as amended from time-to-time, dividend income is taxable in the hands of the shareholder and the Company is required to deduct tax at source (TDS) from dividend paid to members at prescribed rates in the Income Tax Act, 1961 "IT Act". In general, to enable compliance with TDS requirements members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their Depository Participant or in case shares are held in physical form, with the Company. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received does not exceeds Rs. 10,000/- (Rupees Ten Thousand Only). The Company has also sent an email to all the shareholders at their registered email Ids in this regard. Members are requested to write to the RTA at investor@masserv.com for any queries/questions in this regard.

12. Pursuant to the applicable provisions, if any, of the Companies Act, 2013, SEBI Regulations and the circulars issued by SEBI from time to time including SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSD POD/I/4298/2026 dated February 6, 2026, shareholders holding securities in physical form are required to furnish/update their Permanent Account Number (PAN), KYC details, nomination, contact details, bank account particulars and specimen signature with the Registrar and Share Transfer Agent ("RTA"). Shareholders are advised that requests for transfer, transmission, transposition, issue of duplicate securities, claim from Unclaimed Suspense Account, replacement, renewal, exchange, endorsement, sub-division, consolidation of securities, deletion of name, change of name and other investor service requests shall be processed subject to compliance with the applicable SEBI requirements.

    Further, payment of dividend and other permissible cash benefits to shareholders holding securities in physical form shall be made only through electronic mode upon furnishing and updating the requisite KYC and bank account details with the RTA, except where specifically permitted under applicable laws.

    Accordingly, shareholders holding securities in physical form are requested to submit/update the following documents/details with the RTA through In-Person Verification ("IPV"), registered post, speed post, courier service or electronic mode with e-sign, or through such other modes as may be prescribed under applicable laws from time to time:

    i. Permanent Account Number (PAN) in Form ISR-1;
    ii. Nomination in Form SH-13 or declaration for opting out of nomination in Form ISR-3;
    iii. Contact details, including complete postal address with PIN code, mobile number and e-mail address;
    iv. Bank account details, including bank name, branch name, bank account number and IFSC;
    v. Specimen signature in Form ISR-2; and
    vi. Any cancellation or change in nomination in Form SH-14.

    Shareholders are requested to ensure that the aforesaid details are updated with the RTA at the earliest to facilitate seamless processing of investor service requests and receipt of dividends and other communications from the Company. All the above required documents/details are to be sent at the registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e. www.masserv.com

13. In terms of Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, transfer of securities of listed entities is permitted only in dematerialised form, except in cases of transmission or transposition of securities.

    Further, pursuant to the applicable SEBI circulars issued from time to time, listed entities are required to issue securities in dematerialised form in respect of the following investor service requests:

    i. Issue of duplicate securities certificates;
    ii. Claim from Unclaimed Suspense Account;
    iii. Renewal or exchange of securities certificates;
    iv. Endorsement;
    v. Sub-division/splitting of securities certificates;
    vi. Consolidation of securities certificates/folios;
    vii. Transmission; and
    viii. Transposition.

    Accordingly, members holding shares in physical form are encouraged to dematerialise their holdings at the earliest by opening a demat account with a Depository Participant ("DP") to avail seamless transferability of securities and minimise the risks associated with holding physical share certificates.

    Members are further advised to ensure that their PAN, KYC details, nomination particulars, contact details, bank account details and specimen signatures are duly updated with the Registrar and Share Transfer Agent ("RTA") in accordance with the applicable SEBI requirements. Investor service requests shall be processed subject to compliance with the applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI circulars and other statutory requirements in force from time to time.

    Members may contact the Company or the RTA for any assistance in relation to dematerialisation of shares or updation of KYC details.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

15. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/investors for making payment of dividends in electronic mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective Depository Participants for the shares held in dematerialized form and with the Registrar in respect of shares held in physical form.

16. Pursuant to the provision of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer of the amount to unpaid dividend account would be eligible for transfer to the "Investor Education and Protection Fund (IEPF)" constituted by the Central Government and thereafter, the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund from the Company.

    During the financial year 2025-26, the Company has transferred the unpaid or unclaimed dividends declared for the financial years 2017-18 (Final Dividend) and 2018-19 (Interim Dividend) to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Subsequently, all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more are also transferred to IEPF Authority.

Adhering to various requirements set out in the IEPF Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such members whose shares are transferred to IEPF Account on its website at www.thehitechgears.com.

17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participants for availing this facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

18. Pursuant to the provisions of Sections 89 and 90 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Significant Beneficial Owners) Rules, 2018, as amended from time to time, persons holding beneficial interest in the shares of the Company are required to make the necessary declarations to the Company in the prescribed forms and within the prescribed timelines. The Company, in turn, is required to file the requisite returns with the Registrar of Companies in accordance with the applicable provisions, if any.

Members are informed that the provisions relating to beneficial ownership under Section 89 and Significant Beneficial Ownership under Section 90 operate independently and are subject to separate compliance requirements. Accordingly, shareholders and other persons to whom these provisions are applicable are requested to ensure timely compliance with the applicable disclosure requirements.

Members may also refer to the Companies (Significant Beneficial Owners) Rules, 2018, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, before furnishing declarations relating to beneficial interest or significant beneficial ownership.

19. *Dispatch of Annual Report Through Electronic Mode:* In Compliance with the MCA Circulars dated May 12, 2020, January 15, 2021, and SEBI Circular May 13, 2022, January 5, 2023, October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, notice of AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository. Members may note that the notice of AGM and Annual Report 2025-26 will also be available on the Company's website at https://www.thehitechgears.com/investors.php, website of the Stock Exchanges where the shares of the company are listed i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.

The shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting details could not be serviced, for receiving all communications (including Annual Report) members may send a signed request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id investor@masserv.com or secretarial@thehitechgears.com for obtaining the Annual Report and Notice of AGM of the Company.

20. The physical copies of the documents will also be available at the Company's Registered Office for inspection during business hours on all working days excluding Saturdays, Sundays and public holidays up to the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@thehitechgears.com.

21. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the meeting, provided that not less than 3 (three) days of notice in writing is given to the Company before the commencement of the AGM.

22. SEBI, vide Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, has provided an Online Dispute Resolution (ODR) mechanism through the SMART ODR Portal for resolution of disputes arising in the securities market. Investors may first approach the Company/Registrar and Share Transfer Agent ("RTA") for resolution of their grievances. If the grievance is not satisfactorily resolved, the investor may approach SEBI through the **SCORES** platform and, if still not satisfied, may initiate dispute resolution through the **SMART ODR Portal**. The SMART ODR Portal can be accessed at https://smartodr.in/login.

23. Route Map and details of Prominent Landmarks of the venue of the Annual General Meeting is annexed with this notice.

24. Instruction for e-voting/voting through ballot paper and joining the AGM are as follows: -

The remote e-voting period commences on Saturday, September 19, 2026, at 09:00 A.M. (IST) and will end on Monday, September 21, 2026, at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 15, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 15, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI master circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

<u>Login method for Individual shareholders holding securities in demat mode is given below:</u>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	**1.** For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. **2.** Existing **IDeAS** users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. **3.** If you are not registered for **IDeAS** e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **4.** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or the e-voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will be opened. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	**8 Character DP ID followed by 8 Digit Client ID** For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	**16 Digit Beneficiary ID** For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	**EVEN Number followed by Folio Number registered with the company** For example, if folio number is 001*** and EVEN is 140827 then user ID is 140827001***

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow the steps mentioned below in **process for those shareholders whose email iDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"(**If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: - Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nirbhaykumar77@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/ Authority Letter etc. by clicking on **"Upload Board Resolution/Authority Letter"** displayed under **the "e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will

need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, T301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051 at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please complete PAN-KYC by using ISR-1, ISR-2
2. In case shares are held in demat mode please generate password as given in e-voting instruction
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for attending the meeting through VC/OAVM are as under: -

1) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2) Members are encouraged to join the Meeting through Laptops for better experience.
3) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5) Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@thehitechgears.com. The same will be replied by the company suitably.
6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 40TH ANNUAL GENERAL MEETING DATED AUGUST 06, 2026, IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: -

Item No. 5

Approval of remuneration of Cost Auditor for the financial year 2026-2027.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kabra & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-2027 at a fee of up to ₹ 1,25,000 (Rupees One Lakh Twenty-Five Thousands) plus applicable tax and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought by passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-2027.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the agenda as set out at Item No. 5 of the Notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of an **Ordinary Resolution.**

Item No. 06

Re-appointment of Mr. Rajiv Batra (DIN-00082866) as a Non-Executive Independent Director of the Company

Pursuant to the provisions of Section 149, Schedule IV and any other applicable provisions, if any, of Companies Act, 2013 (‘Act’) read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Rajiv Batra was appointed as an Independent Director of the Company with effect from November 02, 2021, for a term of five consecutive years ending on November 01, 2026, and the said appointment was approved by the Members at the 36th Annual General Meeting held on September 29, 2022. In view of the aforesaid provision, the term of five consecutive years of the aforementioned Independent Director is expiring on November 01, 2026.

Based on recommendation of Nomination and Remuneration Committee (NRC) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed his re-appointment as an Independent Director at this Annual General Meeting of the Company for second term of five years effective from November 02, 2026, not liable to retire by rotation.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has received notices under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

The Company has also received declaration(s) from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act & Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in terms of the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prescribes that consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years. During the proposed term of his re-appointment, he will attain the age of seventy-five years. The respective Special Resolution once passed, shall also be regarded as your approval under the aforesaid regulation, for continuation of Mr. Rajiv Batra as an Independent Director beyond the age of seventy-five (75) years.

Considering his extensive industry experience, strategic guidance, institutional knowledge and continued valuable contribution to the Board, the Board considers his continuation to be in the best interests of the Company and its stakeholders. Further, in the opinion of the Board, he fulfils the conditions for appointment as an Independent Director as specified in the Act & the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Further, a brief profile along with additional information of Mr. Batra is annexed herewith in **Annexure-A**, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms and conditions relating to his appointment.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the business hours on all working days excluding Saturdays, Sundays and public holidays will also be kept open at the venue of the AGM till the conclusion of the AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of above mentioned as an Independent Director.

Except Mr. Rajiv Batra, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 06 of the Notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution** in relation to re-appointment of Mr. Rajiv Batra, Independent Director for 2nd term of five consecutive years.

Item No. 07

Continuation of directorship of Mr. Bidadi Anjani Kumar (DIN-00022417) as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, no listed entity shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of Seventy-five (75) years unless a Special Resolution is passed to that effect in the general meeting with justification for such appointment/ continuation of such a person in explanatory statement in the notice of general meeting prior to the person attaining the age of Seventy-five (75) years.

Mr. Bidadi Anjani Kumar (DIN-00022417), Non-Executive Non-Independent Director, was appointed on the Board of the Company on 03rd November 2015. Mr. Bidadi Anjani Kumar will attain the age of 75 years on March 25, 2027, hence approval by way of Special Resolution is placed before the Members in order to comply with the aforesaid Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. Apart from being a Non-Executive Non-Independent Director on the Board, Mr. Kumar is also Chairperson of Stakeholders Relationship Committee & Corporate Social Responsibility Committee and member of Nomination and remuneration committee and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time. He has vast experience in Business Strategy, Financial Planning, Corporate Governance and Risk Management and has spent many years as the Chairman of Boards and Board Committees in both MNCs and Indian companies.

Considering his extensive industry experience, strategic guidance, institutional knowledge and continued valuable contribution to the Board, the Board considers his continuation to be in the best interests of the Company and its stakeholders. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

Mr. Bidadi Anjani Kumar (DIN-00022417) has also confirmed that he is not disqualified from being appointed or continued as Director, in terms of the provisions of Section 164(2) and other applicable provisions, if any, of the Companies Act, 2013 and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting, comprehensive details regarding the appointment or reappointment of Directors have been provided in the Notice in **Annexure-A**. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the business hours on all working days excluding Saturdays, Sundays and public holidays and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Except Mr. Bidadi Anjani Kumar, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 07 of the Notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution** in relation to continuation of Mr. Bidadi Anjani Kumar, as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age.

Details of Directors retiring by rotation seeking re-appointment at the Meeting (Refer Item No. 3 and 4): -

No.	Particulars	Mr. Bidadi Anjani Kumar *(Non-Executive Non-Independent Director)*	Mr. Kawal Jain *(Non-Executive Non-Independent Director)*
1.	**Directors Identification Number (DIN)**	00022417	00910924
2.	**Age**	74 Years (DOB – 25/03/1952)	59 Years (DOB – 20/11/1966)
3.	**Date of Initial appointment**	03-11-2015	26-10-2023
4.	**Date of current re-appointment**	In terms of Section 152(6) of the Companies Act, 2013, he was re-appointed at the 38th AGM held on September 26, 2024. Being eligible, he has now offered himself for re-appointment.	In terms of Section 152(6) of the Companies Act, 2013, he was appointed through Postal Ballot dated December 22, 2023. Being eligible, he has now offered himself for re-appointment.
5.	**Experience & Expertise**	Mr. Bidadi Anjani Kumar is an existing management consultant of one of the group Company. He has vast experience in Business Strategy, Financial Planning, Corporate Governance and Risk Management and has spent many years as the Chairman of Boards and Board Committees in both MNCs and Indian companies. Mr. Kumar is a seasoned Chartered Accountant (FCA). He served in Industry both in India and abroad for several years of his professional life. Now he has been practicing as a Management Consultant since 2010, with a focus on Best Practices, Corporate Governance, Strategic Planning and M&A.	Mr. Kawal Jain is a seasoned professional and Senior Partner in Gupta Vigg & Co., Chartered Accountants with more than 35 years of industry experience in all spheres of Accounting, Finance, Taxation and Management Advisory services. He is associated with THGL group since inception and having immense contribution in growth of group. He is an expert on transfer pricing matters, credit underwriting and due diligence and involved in expert advisory to various reputed corporates to build, evaluate and monitor their overall finance and operations Framework through services such as Business Process Reviews, Risk Based Internal Audit, Enterprise Risk Management etc.
6.	**Qualification**	Fellow member of The Institute of Chartered Accountants of India.	He holds degree in Bachelor of Commerce from Kurukshetra University, and Chartered Accountant (Institute of Chartered Accountants of India- 'ICAI'). He also holds Diploma in Information System Audit (DISA) and Certification on International Taxation from ICAI.
7.	**Board Membership of other Companies***	Refer Annexure-A	1. Graffiti Consultants Private Limited
8.	**Chairman/Member of the Committee of the Board of Directors***	Refer Annexure-A	**THE HI-TECH GEARS LIMITED*** 1. Audit Committee - Member
9.	**Details of Remuneration and remuneration last drawn**	Refer Annexure-A	Details of remuneration are provided in the Corporate Governance Report forming part of Annual Report.
10.	**Number of Board meetings attended during the year**	Refer Annexure-A	Mr. Kawal Jain attended all the Six (6) Board meetings held during the financial year 2025-2026.
11.	**Number of shares held in the Company as on March 31, 2026**	Refer Annexure-A	1100 equity shares
12.	**Relationship with Directors**	Refer Annexure-A	Mr. Kawal Jain is not related to any director.

NOTE- ***For the purpose of Board and Membership of Committees/Chairman, Indian Companies are considered.***

ANNEXURE-A

ANNEXURE TO THE EXPLANATORY STATEMENT

Information about the directors proposed to be appointed/re-appointed pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on AGM is furnished below:

SN	Particulars	Mr. Rajiv Batra *(Independent Director)*	Mr. Bidadi Anjani Kumar *(Non-Executive Non-Independent Director)*
1.	Directors Identification Number (DIN)	00082866	00022417
2.	Date of Birth & Age	70 years (DOB – 30/09/1955)	74 Years (DOB – 25/03/1952)
3.	Date of Initial appointment	02/11/2021	03/11/2015
4.	Terms and Conditions of appointment	Re-appointment as a Non-Executive Independent Director for a period of five years commencing from November 02, 2026, to November 01, 2031 (both days inclusive), not liable to retire by rotation.	Continuation as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age on March 25, 2027, liable to retire by rotation.
5.	Brief Profile (Qualification, Experience & Expertise)	Mr. Rajiv Batra is Economics Honors graduate from Shriram College Delhi and Fellow member of The Institute of Chartered Accountants of India. Mr. Rajiv Batra possesses over four decades of extensive experience in the fields of finance and accounting across India and the United States. He is recognized as a strategic business leader, having provided guidance to organizations in scaling their operations through strategic inputs, timely interventions, and facilitation of cost-effective funding arrangements. He was associated with Xerox for over 15 years and was among the founding members of its finance function in India, where he rose to the position of Chief Financial Officer. Thereafter, he was appointed at Xerox Inc., Stamford, Connecticut, USA, as Head – Controls for Developing Markets and subsequently elevated to the position of Chief Financial Officer for Developing Markets. He has also served with Digital Equipment India Limited, a subsidiary of a US-listed corporation, and Cummins India Limited as Chief Financial Officer, where he led the finance function and was instrumental in driving financial turnaround and business restructuring initiatives. During his tenure, he has acquired comprehensive experience across various domains of finance, including treasury, financial planning and analysis, internal controls, audit, and corporate governance, and has engaged with the Independent Directors of listed entities.	Mr. Bidadi Anjani Kumar is a Fellow member of The Institute of Chartered Accountants of India. Mr. Kumar is an existing management consultant of one of the group Company. He has vast experience in Business Strategy, Financial Planning, Corporate Governance and Risk Management and has spent many years as the Chairman of Boards and Board Committees in both MNCs and Indian companies. Mr. Bidadi Anjani Kumar is a seasoned Chartered Accountant (FCA). He served in Industry both in India and abroad for several years of his professional life. Now he has been practicing as a Management Consultant since 2010, with a focus on Best Practices, Corporate Governance, Strategic Planning and M &A.
6.	Relationship with Directors/KMP	Mr. Rajiv Batra is not related to any director.	Mr. Bidadi Anjani Kumar is not related to any director.
7.	Board directorships of other Companies*	1. Mitil Polymer Pvt. Ltd. 2. Mi Torica India Pvt. Ltd. 3. Uno Minda EV Systems Pvt. Ltd. 4. Uno Minda Ltd. 5. Ufo Moviez India Ltd. 6. Jakson Green Ltd. 7. JGPL-RVNL EPC Pvt. Ltd. 8. Scrabble Entertainment DMCC	1. Mikrotek Machines Limited 2. Excel Controlinkage Private Limited 3. Greaves Finance Limited

SN	Particulars	Mr. Rajiv Batra *(Independent Director)*	Mr. Bidadi Anjani Kumar *(Non-Executive Non-Independent Director)*
8.	Chairperson/ Member of the Committee of the Board of Directors*	**1. UNO Minda Limited** AC - Chairman and Member SRC - Member NRC - Member **2. UFO Moviez India Limited** AC - Chairman and Member NRC - Chairman and Member CSR - Member **3. MITIL Polymer Private Limited** AC – Member NRC - Member **4. MI Torica India Private Limited** AC – Member NRC - Member **5. Jakson Green Limited** AC - Chairman and Member **6. The Hi-Tech Gears Limited** AC - Chairman and Member	**THE HI-TECH GEARS LIMITED** 1. NRC – Member 2. CSR – Chairman and Member 3. SRC – Chairman and Member **EXCEL CONTROLINKAGE PRIVATE LIMITED** 1. NRC – Member 2. CSR – Chairman and Member 3. AC – Chairman and Member **GREAVES FINANCE LIMITED** 1. NRC – Member 2. AC – Chairman and Member
9.	Resignation from Board directorships and Memberships of the Committee of other Companies in last 3 years*	**Uno Minda Mobility Solutions Pvt. Ltd.** – *ceased w.e.f. February 28, 2026*	**Kennametal India Ltd.** – *ceased w.e.f. November 03, 2024*
10.	Details of Remuneration and remuneration last drawn (as Director)	Details of remuneration are provided in the Corporate Governance Report forming part of Annual Report.	Details of remuneration are provided in the Corporate Governance Report forming part of Annual Report.
11.	Number of Board meetings attended	Mr. Rajiv Batra attended all the Six (6) Board meetings held during the financial year 2025-2026.	Mr. Bidadi Anjani Kumar attended all the Six (6) Board meetings held during the financial year 2025-2026.
12.	Number of shares held in the Company	NIL	NIL
13.	In case of Independent Director, the skills and capabilities required for the role	In the opinion of the Board of Directors, Mr. Rajiv Batra possesses the requisite skills, expertise and capabilities required for the role of an Independent Director. He brings over four decades of experience in finance and accounting across India and the United States. He is a seasoned business leader with demonstrated ability to support organizations in scaling their operations through strategic guidance, timely interventions and facilitation of cost-effective funding solutions. Accordingly, he fulfils the skill, experience and competency requirements as identified by the Board for the said role.	NA

NOTE: ***For the purpose of Board and Membership of Committees/Chairman, Indian Companies are considered.***

In the above given table, NRC stands for Nomination and Remuneration Committee; CSR stands for Corporate Social Responsibility Committee, AC stands for Audit Committee, RMC stands for Risk Management Committee, SRC stands for Stakeholders Relationship Committee, FC stands for Finance Committee and STC stands for Share Transfer Committee.

By order of the Board of Directors
The Hi-Tech Gears Limited

Sd/-
Naveen Jain
Membership No: - A15237
Company Secretary

Place: New Delhi
Date: August 06, 2026

Registered Office:
Plot No. 24, 25, 26, Sector-7,
IMT Manesar, Gurugram, Haryana-122050

The Hi-Tech Gears Limited

Registered Office: - Plot No. 24,25,26, Sector-7,IMT Manesar, Gurugram, Haryana-122050
CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com
Tel.: +91(124)4715200, e-mail id: secretarial@thehitechgears.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): ....

Registered Address: ....

E-mail id:.. Folio No. / DP ID-Client ID…………………..…………………….............................

I/We, being the member (s) of .... shares of the The Hi-Tech Gears Limited, hereby appoint:

1.Name:...resident of....................................having an E-mail id: ………….................................... failing him / her;

2.Name:...resident of....................................having an E-mail id: ………….................................... failing him / her;

3.Name:...resident of....................................having an E-mail id: ………….................................... failing him / her;

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Tuesday the 22nd day of September, 2026 at 05:00 P.M. at registered office at Plot No. 24-26, Sector-7, IMT Manesar, Gurugram, Haryana 122050 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	No. of shares	For*	Against*
Ordinary Business:				
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.			
2	To declare the final dividend @ 40% i.e. ₹ 4.00/- (Rupees four Only) per equity share having a face value of ₹ 10 each for the financial year 2025-2026 as recommended by the Board of Directors.			
3	To appoint a director in place of Mr. Bidadi Anjani Kumar (DIN-00022417) who retires by rotation and being eligible, offers himself for re-appointment.			
4	To appoint a director in place of Mr. Kawal Jain (DIN-00910924) who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
5	Approval of remuneration of Cost Auditor for the financial year 2026-2027 – Ordinary Resolution			
6	Re-appointment of Mr. Rajiv Batra (DIN-00082866) as a Non-Executive Independent Director of the Company - Special Resolution			
7	Continuation of Directorship of Mr. Bidadi Anjani Kumar (DIN-00022417) as a Non-Executive Non-Independent Director of the Company at the completion of 75 years of age - Special Resolution			

Signed this .... day of..............…............................... 2026.
(Date) (Month)

Affix Revenue Stamp

Signature of the Shareholder(s)

Signatures of:

....	....	....
First Proxy Holder	**Second Proxy Holder**	**Third Proxy Holder**

Notes:-

*1. Please put a '"tick' 'in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.

2. Proxy need not to be a member of the Company. A person can act as proxy on behalf of for a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at Plot No. 24,25,26 Sector- 7, IMT Manesar, Gurugram, Haryana 122050 at least 48 hours before the time of the Meeting.

The Hi-Tech Gears Limited

Registered Office: - Plot No. 24,25,26, Sector-7,IMT Manesar, Gurugram, Haryana-122050
CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com
Tel.: +91(124)4715200, e-mail id: secretarial@thehitechgears.com

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of remote e-voting	**From 09:00 A.M. (IST) on September 19, 2026**
End of remote e-voting	**Upto 05:00 P.M. (IST) on September 21, 2026**

The cut-off date (i.e. the record date) for the purpose of e-voting is September 15, 2026

TEAR HERE

The Hi-Tech Gears Limited

Registered Office: - Plot No. 24,25,26, Sector-7,IMT Manesar, Gurugram, Haryana-122050
CIN- L29130HR1986PLC081555, website: - www.thehitechgears.com
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ATTENDANCE SLIP

I/We hereby record my presence at the 40th Annual General Meeting held on Tuesday, September 22, 2026 at 05.00 PM at the registered office of the Company at Plot No. 24,25,26, Sector-7, IMT Manesar, Gurugram, Haryana-122050

Name of the Shareholder(s) or Proxy (In Block Letters) ....

No. of Shares Held ....

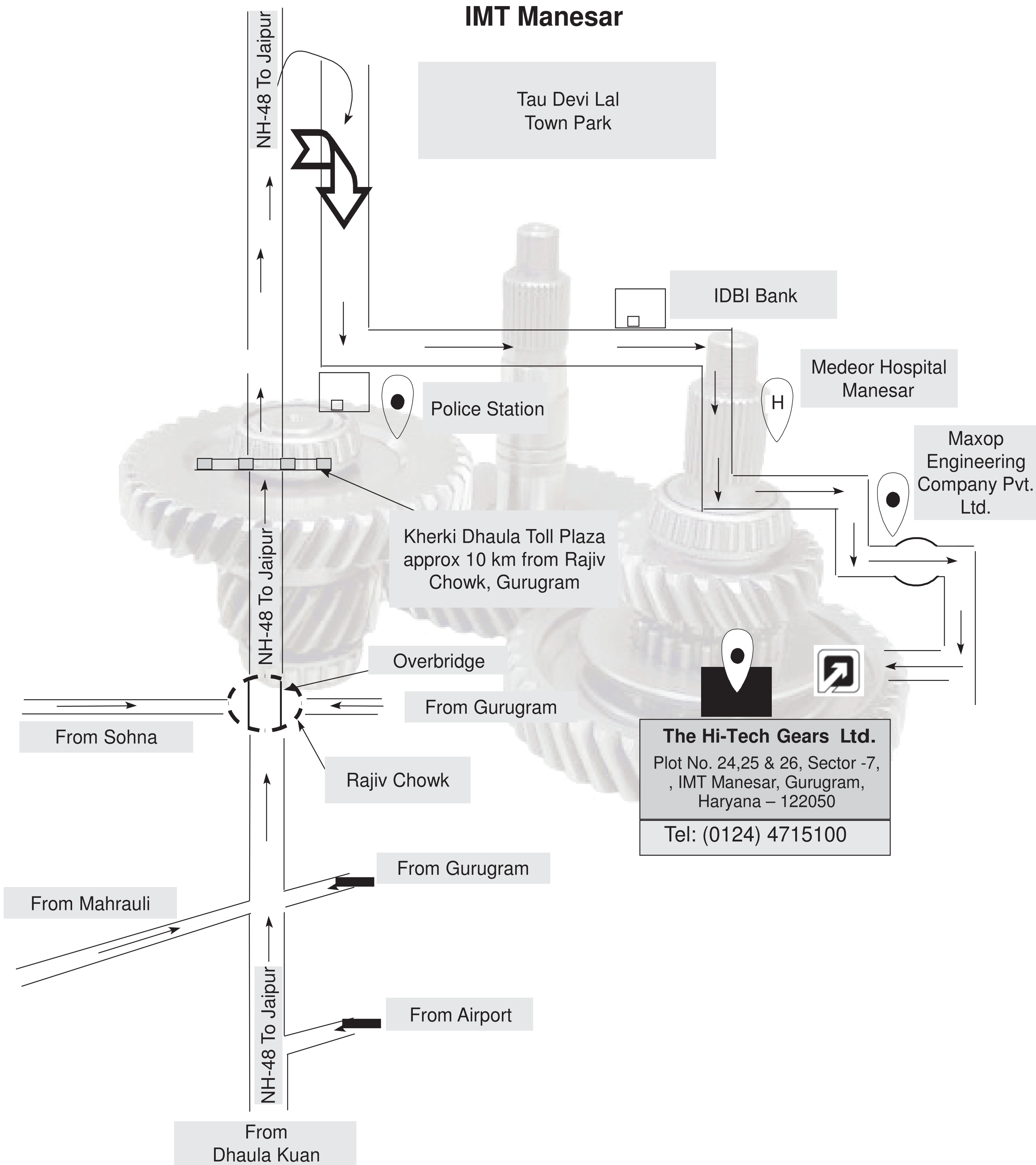
Regd. Folio No./DPID-CLID ....

....
(Signature of the Shareholder/Proxy)

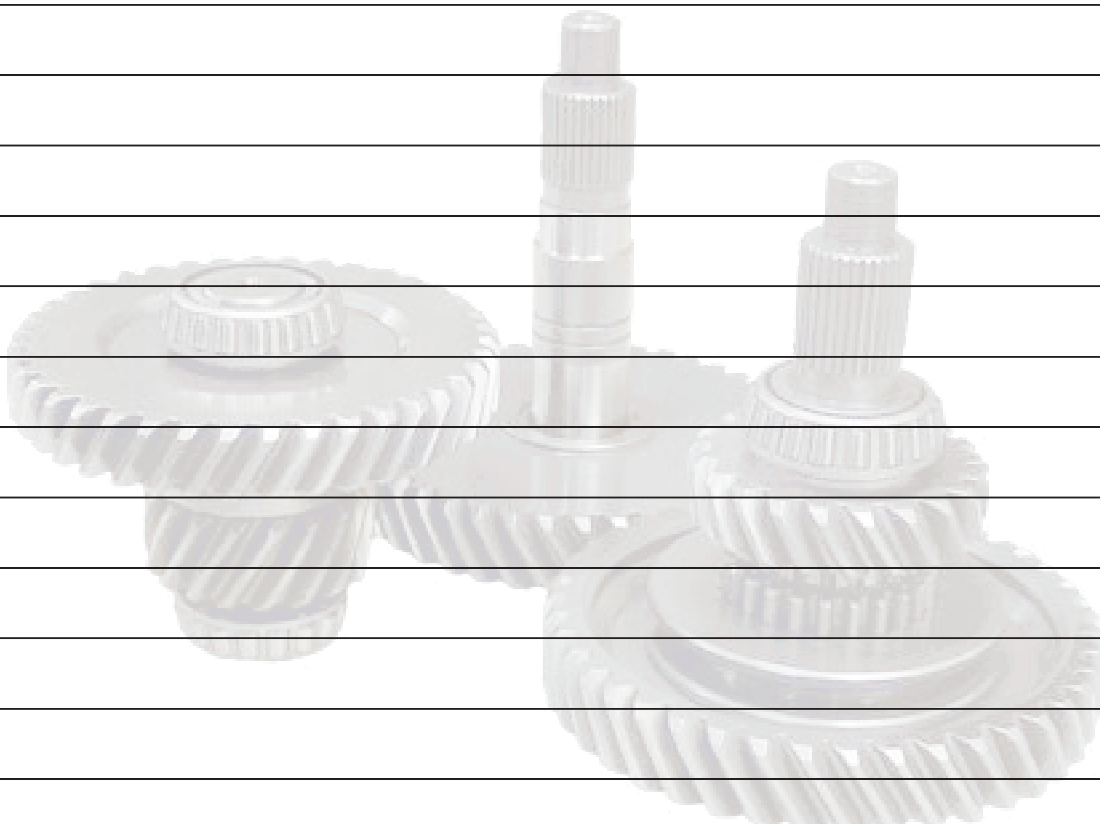
Note:

PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

ROUTE MAP


IMT Manesar
NH-48 To Jaipur
Tau Devi Lal
Town Park
IDBI Bank
Medeor Hospital
Manesar
H
Police Station
Maxop
Engineering
Company Pvt.
Ltd.
Kherki Dhaula Toll Plaza
approx 10 km from Rajiv
Chowk, Gurugram
NH-48 To Jaipur
Overbridge
From Gurugram
From Sohna
Rajiv Chowk
The Hi-Tech Gears Ltd.
Plot No. 24,25 & 26, Sector -7,
, IMT Manesar, Gurugram,
Haryana – 122050
Tel: (0124) 4715100
From Gurugram
From Mahrauli
NH-48 To Jaipur
From Airport
From
Dhaula Kuan

Notes



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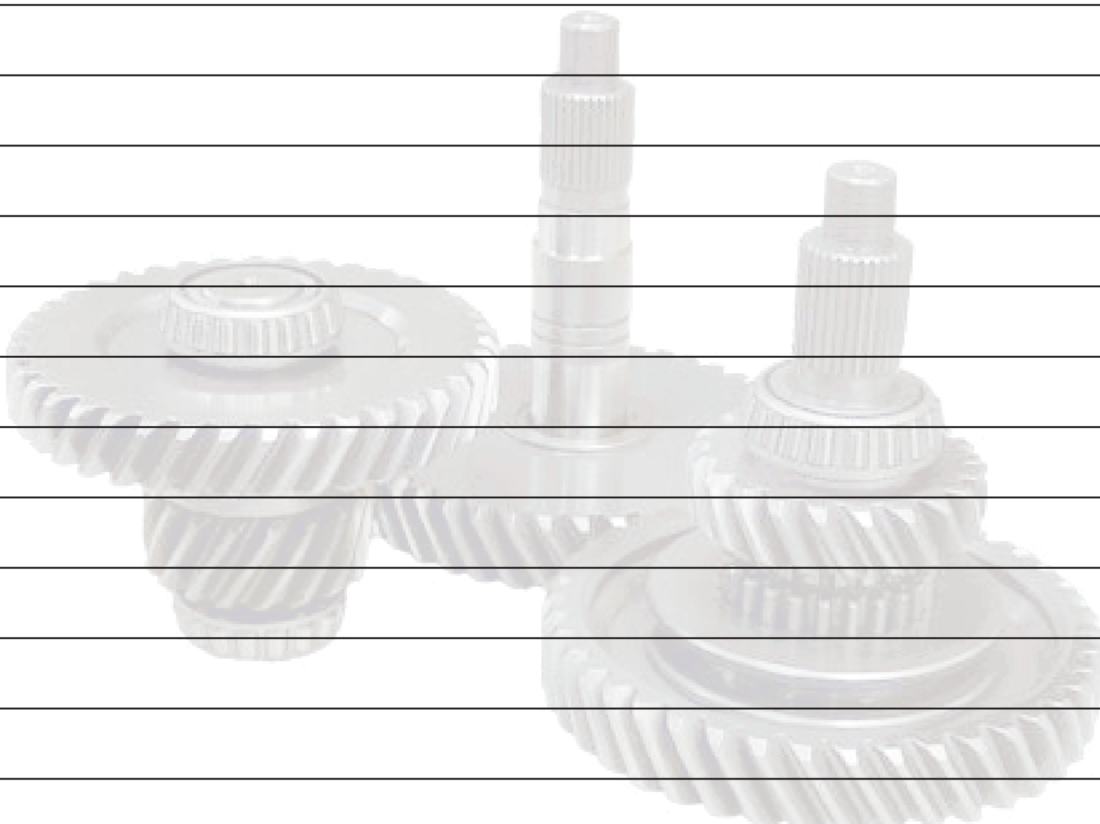

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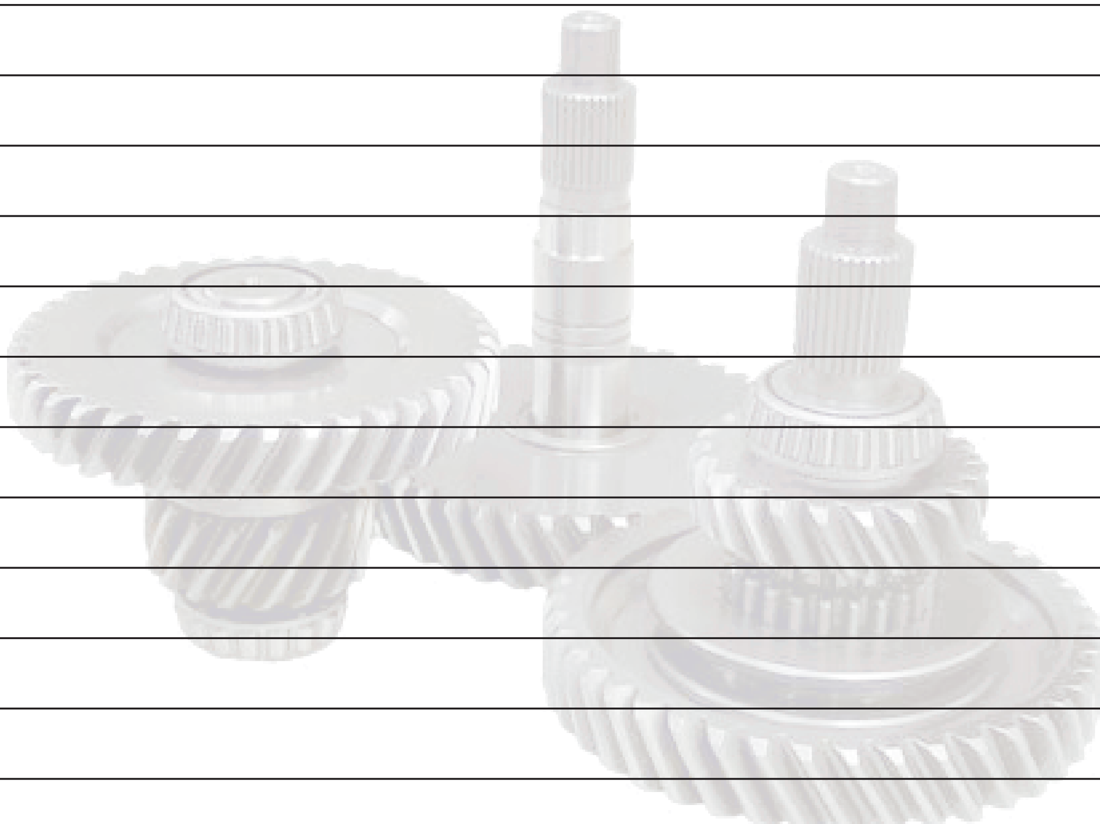


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RAM KUPPUSWAMY
ABHIMANYU SHARAFF
VIVEK UPADHYAY


THE HI-TECH GEARS
World Environment Day 2026
Celebrating

THE HI-TECH GEARS LTD.

CIN- L29130HR1986PLC081555

Regd. Off. : Plot No. 24, 25 & 26, Sector -7, IMT Manesar, Gurugram, Haryana - 122050
Corp. Off. : Millennium Plaza, Tower-B, Sushant Lok-I, Sector-27
Gurugram-122002, Haryana. **Tel.:** +91(124) 4715100
Website : www.thehitechgears.com **E-mail**:secretarial@thehitechgears.com