



# 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

July 14, 2020

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

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

**Subject: Corporate Governance Report for the quarter ended on June 30, 2020**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report for the quarter ended on June 30, 2020.

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

Thanking you.

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

  
Naveen Jain  
**Company Secretary**  
Membership No. – A15237



Encl: as above.

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

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

Regd. Office & Works-II : Plot No. 24 - 26 Sector-7, IMT Manesar - 122 050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200

Works-III : Plot No. SP-146A, Industrial Complex, Bhiwadi - 301019-Rajasthan INDIA

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

Subsidiaries : The Hi-Tech Gears Canada. Inc. 361, Speedvale Ave W. Guelph, ON N1H 1C7, CANADA

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

1	Name of Listed Entity	The Hi-Tech Gears Limited
2	Quarter Ending	30.06.2020

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN <sup>1</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>2</sup>	Initial Date of Appointment	Date of Re-appointment/cessation	Tenure <sup>3</sup>	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) **	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) **	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) ***	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) ***
Mr.	Deep Kapuria	DIN-00006185 PAN-ADDPK0540P	Chairman- Executive #	23-10-1986	01-10-2019	-	05-08-1949	NA		Two	One	One	Nil
Mr.	Anil Kumar Khanna	DIN-00207839 PAN-AAEPK1931G	Independent-Non-Executive	17-09-1987	18-09-2019	69 Months 14 days	17-07-1953	NA		One	One	Two	One
Mr.	Sandeep Dinodia	DIN-00005395 PAN-AAHPD2138F	Independent-Non-Executive	28-10-2002	18-09-2019	69 Months 14 days	04-04-1962	NA		Two	Two	Three	Two
Mr.	Pranav Kapuria	DIN-00006195 PAN-AERPK7674K	Executive #	25-05-2000	01-10-2019	-	16-07-1975	NA		One	Nil	Nil	Nil
Mr.	Anuj Kapuria	DIN-00006366 PAN-AHGPK7409L	Executive #	30-05-2005	01-10-2019	-	26-08-1978	NA		One	Nil	Two	Nil
Mr.	Vinit Taneja	DIN-02647727 PAN-AAAPT0317M	Independent-Non-Executive	23-05-2009	18-09-2019	69 Months 14 days	15-10-1957	NA		One	One	One	Nil
Mr.	Ramesh Chandra Jain	DIN-00038529 PAN-AA/PJ8792R	Non - Executive##	10-08-2011	29-09-2017	-	22-12-1946	NA		Three	Two	Two	One
Mr.	Krishna Chandra Verma	DIN-03636488 PAN-ACIPV4903H	Independent-Non-Executive	12-11-2011	18-09-2019	69 Months 14 days	30-08-1949	Yes	27-09-2019	One	One	One	Nil
Mr.	Prosad Dasgupta	DIN-00243254 PAN-AAFPD6926K	Independent-Non-Executive	14-02-2012	18-09-2019	69 Months 14 days	26-02-1947	Yes	27-09-2019	One	One	Nil	Nil
Ms.	Malini Sud	DIN-01297943 PAN-AAQPS9829M	Independent-Non-Executive	12-02-2015	12-02-2020	64 Months 20 days	06-03-1956	NA		Two	Two	One	Nil
Mr.	Bidadi Anjani Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive##	03-11-2015	29-09-2018	-	25-03-1952	NA		Two	One	Two	Two
Mr.	Anant Jaivant Talaulicar	DIN-00031051 PAN-AAAPT2311F	Non-Executive	21-05-2018	21-05-2018	-	11-07-1961	NA		Six	Five	Four	One
Mr.	Neville D'Souza	DIN- 08536411 PAN-CMCPD6299L	Independent-Non-Executive	14-08-2019	14-08-2019	10 Months 18 days	28-04-1953	NA		One	One	Nil	Nil

Whether Regular Chairperson appointed. Yes

Whether chairperson is related to Managing Director or CEO. Yes

<sup>1</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>2</sup> Category of directors means Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

<sup>3</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

\*\* Only Listed Entities considered.

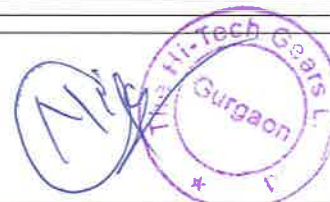
\*\*\* All Public Companies Considered

# Current term counted from date of appointment as Executive Director

## Re-appointed by Retire by Rotation

II. Composition of Committees

S. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Date of Appointment /cessation	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &
1	Audit Committee	Yes	Mr. Sandeep Dinodia	30-05-2014	Independent- Non-Executive- Chairperson
			Mr. Anil Kumar Khanna	30-05-2014	Independent- Non-Executive
			Mr. Anuj Kapuria	30-05-2014	Executive
			Mr. Krishna Chandra Verma	12-02-2016	Independent- Non-Executive
2	Nomination & Remuneration Committee	Yes	Mr. Vinit Taneja	30-05-2014	Independent- Non-Executive- Chairperson
			Mr. Sandeep Dinodia	30-05-2014	Independent- Non-Executive
			Mr. Anil Kumar Khanna	30-05-2014	Independent- Non-Executive



3	Stakeholders Relationship Committee	Yes	Mr. Anil Kumar Khanna	30-05-2014	Independent- Non-Executive- Chairperson
			Mr. Sandeep Dinodia	30-05-2014	Independent- Non-Executive
			Mr. Vinit Taneja	30-05-2014	Independent- Non-Executive

<sup>a</sup> Category of directors means Executive/Non-Executive/Independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

S. No.	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Number of directors present*	Number of Independent directors present*	Maximum gap between any two consecutive (in number of days)
1	07-02-2020	11-06-2020	Yes	12	6	124
2		26-06-2020	Yes	13	7	14

\* to be filled in only for the current quarter meetings.

### IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) **	Number of directors present **	Number of Independent directors present **	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	11-06-2020	Yes	4	3	07-02-2020	124
	26-06-2020	Yes	4	3		14
Nomination & Remuneration Committee	-	-	NA	NA	-	-
Stakeholders Relationship Committee	-	-	NA	NA	07-02-2020	-
Corporate Social Responsibility Committee	-	-	NA	NA	-	-

\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

\*\* to be filled in only for the current quarter meetings.

### V. Related Party Transactions

S. No.	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Yes
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

### Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the re

2 If status is "No" details of non-compliance may be given here.

### VI. Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
- 2 The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -
  - a Audit Committee - Yes
  - b Nomination & remuneration committee - Yes
  - c Stakeholders relationship committee- Yes
  - d Risk management committee (applicable to the top 500 listed entities)- Not Applicable
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here: Yes

For The Hi-Tech Gears Limited

Naveesh Jain  
(Company Secretary)  
Membership No. - A15237

