



# 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

October 12, 2019

The Manager,  
Listing Department,  
National Stock Exchange of India Limited,  
"Exchange Plaza", C-1, Block – G, M,  
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 and half year ended on September 30, 2019**

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 and half year ended on September 30, 2019.

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

Thanking you.

Yours faithfully,  
For The Hi-Tech Gears Limited

*S.K. Khatri*  
S.K. Khatri  
(Company Secretary)  
Membership No. - F5459



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

Format of report on Corporate Governance to be submitted by listed entity on quarterly basis

Annexure I

1	Name of Listed Entity	The Hi-Tech Gears Limited
2	Quarter Ending	30.09.2019

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN* & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>1</sup>	Initial Date of Appointment	Date of Appointment in the current term /cessation	Tenure <sup>2</sup>	Date of Birth	No of Directorship in listed entities including this listed entity  <small>(Refer Regulation 17A(1) of Listing Regulations) **</small>	No of Independent Directorship in listed entities including this listed entity  <small>(Refer Regulation 17A(1) of Listing Regulations) **</small>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  <small>(Refer Regulation 26(1) of Listing Regulations) ***</small>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  <small>(Refer Regulation 26(1) of Listing Regulations) ***</small>	
Mr.	Deep Kapuria	DIN-0006185 PAN-ADPK0540P	Chairman- Executive #	23-10-1986	01-01-2017	-	05-08-1949	Two	One	One	Nil	
Mr.	Anil Kumar Khanna	DIN-00207833 PAN-AAEPK1931G	Independent-Non-Executive	17-06-1987	18-09-2014	60.5 Months	17-07-1953	One	One	Two	One	
Mr.	Sandeep Dinodia	DIN-00005395 PAN-AAHPD2138F	Independent-Non-Executive	28-10-2002	18-09-2014	60.5 Months	04-04-1962	Two	Two	Three	Two	
Mr.	Pranav Kapuria	DIN-00006195 PAN-AERPX7674K	Executive #	25-05-2000	01-08-2015	-	16-07-1975	One	Nil	Nil	Nil	
Mr.	Anuj Kapuria	DIN-00006366 PAN-AHGPK7409L	Executive #	30-05-2005	15-05-2015	-	26-08-1978	One	Nil	Two	Nil	
Mr.	Vinit Taneja	DIN-02647277 PAN-AAAPT0317M	Independent-Non-Executive	23-05-2009	18-09-2014	60.5 Months	15-10-1957	One	One	One	Nil	
Mr.	Ramesh Chandra Jain	DIN-0003852F PAN-AAJPI8792R	Non-Executive	10-08-2011	18-09-2014	-	22-12-1946	Three	Two	Three	Nil	
Mr.	Krishna Chandra Verma	DIN-0363488 PAN-ACIPV4903H	Independent-Non-Executive	12-11-2011	18-09-2014	60.5 Months	30-08-1949	One	One	One	Nil	
Mr.	Prosad Dasgupta	DIN-00243254 PAN-AAFPD6976K	Independent-Non-Executive	14-02-2012	18-09-2014	60.5 Months	26-02-1947	One	One	Nil	Nil	
Ms.	Malini Sud.	DIN-01297943 PAN-AAOP59829M	Independent-Non-Executive	12-02-2015	12-02-2015	56 Months	06-03-1956	Two	Two	One	Nil	
Mr.	Bidadi Anjani Kumar	DIN-0002417 PAN-AAVPR0492Q	Non-Executive	03-11-2015	03-11-2015	-	25-03-1952	Two	One	Two	Two	
Mr.	Anant Javant Taluikar	DIN-00031051 PAN-AAAPT2311F	Non-Executive	21-05-2018	21-05-2018	-	11-07-1961	Five	Four	Three	One	
Mr.	Neville D'Souza	DIN-08536411 PAN-CMCPD6299L	Independent-Non-Executive	14-08-2019	14-08-2019	2 Months	28-04-1953	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  
<sup>4</sup> Current term counted from date of appointment as Executive Director

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 Mr. Anil Kumar Khanna Mr. Anuj Kapuria Mr. Krishna Chandra Verma	30-05-2014 30-05-2014 30-05-2014 12-02-2018	Independent- Non-Executive- Chairperson Independent- Non-Executive Executive Independent- Non-Executive	
2	Nomination & Remuneration Committee	Yes	Mr. Vinit Taneja Mr. Sandeep Dinodia Mr. Anil Kumar Khanna	30-05-2014 30-05-2014 30-05-2014	Independent- Non-Executive- Chairperson Independent- Non-Executive Independent- Non-Executive	
3	Stakeholders Relationship Committee	Yes	Mr. Anil Kumar Khanna Mr. Sandeep Dinodia Mr. Vinit Taneja	30-05-2014 30-05-2014 30-05-2014	Independent- Non-Executive- Chairperson Independent- Non-Executive Independent- Non-Executive	

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	27/05/2019	14/08/2019	Yes	12	6	78	

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	14/08/2019	Yes	4	3	27/05/2019	78	
Nomination & Remuneration Committee	12/08/2019	Yes	3	3	25/05/2019	78	
Stakeholders Relationship Committee	-	-	-	-	-	-	
Corporate Social Responsibility Committee	-	-	-	-	27/05/2019	-	

\* 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 committee 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/NA.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the listed Entity has no related party transactions, the words "N.A." may be indicated.  
 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 reports 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  
 Switalkumar  
 S.K. Khatri  
 (Company Secretary)  
 Membership No.- F5459



## ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b>		
<p>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 requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>For The Hi-Tech Gears Limited</b></p> <p><i>Sunita Khatri</i></p> <p>S.K. Khatri Company Secretary Membership No.- F5459</p> 		