



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

January 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 December 31, 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 ended on December 31, 2019.

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

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		31.12.2019													
I. Composition of Board of Directors															
Title (Mr./Ms)	Name of the Director	PAN* & DIN	Category (Chairperson/Executive/Non-Executive/Nominee) ^a												
		Initial Date of Appointment	Date of Appointment in the current term /cessation												
		Tenure*	Date of Birth												
		Whether special resolution passed? (Refer Reg. 17(LA) 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-0006185 PAN-ADDPKDS4DP	Chairman- Executive #	23-10-1986	01-10-2019	-	05-08-1949	NA	Two	One	One	One	Nil		
Mr.	Anil Kumar Khanna	DIN-007839 PAN-AAEPK1931G	Independent- Non-Executive	17-09-1987	18-09-2019	63 Months 14 days	17-07-1953	NA	One	One	One	Two	One		
Mr.	Sandeep Dinodia	DIN-0005395 PAN-AAHPD2138F	Independent- Non-Executive	28-10-2002	18-09-2019	63 Months 14 days	04-04-1962	NA	Two	Two	Three	Two	Two		
Mr.	Pannav Kapuria	DIN-0006195 PAN-AGRP07274K	Executive #	25-05-2000	01-10-2019	-	16-07-1975	NA	One	Nil	Nil	Nil	Nil		
Mr.	Anuj Kapuria	DIN-0006366 PAN-AHGPK7409L	Executive #	30-05-2005	01-10-2019	-	26-08-1978	NA	One	Nil	Two	Two	Nil		
Mr.	Vinit Taneja	DIN-0264727 PAN-AAAPF0317M	Independent- Non-Executive	23-05-2009	18-09-2019	63 Months 14 days	15-10-1957	NA	One	One	One	One	Nil		
Mr.	Ramesh Chandra Jain	DIN-00038529 PAN-AAJ18792R	Non - Executive	10-08-2011	18-09-2019	-	22-12-1946	NA	Three	Two	Three	Nil	Nil		
Mr.	Krishna Chandra Verma	DIN-03636488 PAN-ACIPV4903H	Independent- Non-Executive	12-11-2011	18-09-2019	63 Months	30-08-1949	Yes	One	One	One	One	Nil		
Mr.	Prasad Dasgupta	DIN-00743254 PAN-AAFPD6926K	Independent- Non-Executive	14-02-2012	18-09-2019	63 Months 14 days	26-02-1947	Yes	One	One	Nil	Nil	Nil		
Ms.	Malini Sud	DIN-01297943 PAN-AAQPS9829M	Independent- Non-Executive	12-02-2015	12-02-2015	58 Months 20 days	06-03-1956	NA	Two	Two	One	Two	Two		
Mr.	Bidadi Anjani Kumar	DIN-00022417 PAN-AAVP68492Q	Non-Executive	08-11-2015	09-11-2015	-	25-09-1952	NA	Two	One	Two	Two	Two		
Mr.	Anant Javant Talavkar	DIN-00931051 PAN-AAAF7311F	Non-Executive	21-05-2018	21-05-2018	-	11-07-1961	NA	Six	Five	Three	One	One		
Mr.	Neville D'Souza	DIN-08536411 PAN-CMCPD6299L	Independent- Non-Executive	14-08-2019	14-08-2019	4 Months 18 days	28-04-1953	NA	One	One	Nil	Nil	Nil		
Whether Regular-Chairperson appointed: Yes															
Whether Chairperson is related to Managing Director or CEO: Yes															
PAN number of any director would not be displayed on the website of Stock Exchange															
* 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															
** 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															
II. Composition of Committees				Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &											
S. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Date of Appointment /cessation	Whether requirement of Quorum met (details)	Number of directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)							
1	Audit Committee	Yes	Mr. Sandeep Dinodia Mr. Anil Kumar Khanna Mr. Anuj Kapuria	30-05-2014 30-05-2014 30-05-2014	Independent- Non-Executive Independent- Non-Executive Executive			81							
2	Nomination & Remuneration Committee	Yes	Mr. Krishna Chandra Verma Mr. Vinit Taneja Mr. Sandeep Dinodia	32-02-2016 30-05-2014 30-05-2014	Independent- Non-Executive 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 Independent- Non-Executive Independent- Non-Executive										
* 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				Date(s) of Meeting (if any) in the relevant quarter											
S. No.	Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Number of directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)										
1	14-08-2019	Yes	12	6	81										
* 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										
Audit Committee	04-11-2019	Yes	4	3	14-08-2019										
Nomination & Remuneration Committee	05-11-2019	Yes	3	3	12-08-2019										
Stakeholders Relationship Committee															

Corporate Social Responsibility Committee	27-11-2019	Yes	3	1
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional ** to be filled in only for the current quarter meetings.</p>				
V. Related Party Transactions				
S. No.	Whether prior approval of audit committee obtained	Subject	Compliance status (Yes/No/N/A)	
1	Whether shareholder approval obtained for material SPT		Yes	
2	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	Shareholder 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
Naveen Jha
(Company Secretary)
Membership No.- A15237

