



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

April 20, 2022

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 and half year ended on March 31, 2022

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 March 31, 2022.

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

Work-I : A-589, Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel.: +91 (01493) 265000
Regd. Office & Works-II : Plot No. 24 - 26 Sector-7, IMT Manesar, 122 050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200
Work-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

1		Name of Listed Entity													The Hi-Tech Gears Limited	
2		Quarter Ending													31.03.2022	
I. Composition of Board of Directors																
Title (Mr./Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	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 #	10/23/1986	10/1/2019	-	-	05-08-1949	NA		One	Nil	Nil	Nil		
Mr.	Anil Kumar Khanna	DIN-00207839 PAN-AAEPK1931G	Independent-Non-Executive	17-09-1987	9/18/2019	-	90 Months 14 days	17-07-1953	NA		Two	One	Two	One		
Mr.	Sandeep Dinodia	DIN-00005395 PAN-AAHPD2138F	Independent-Non-Executive	28-10-2002	9/18/2019	-	90 Months 14 days	4/4/1962	NA		Three	Two	Three	Two		
Mr.	Pranav Kapuria	DIN-00006195 PAN-AERPK7674K	Executive #	25-05-2000	10/1/2019	-	-	16-07-1975	NA		One	Nil	Nil	Nil		
Mr.	Anuj Kapuria	DIN-00006366 PAN-AHGPK7409L	Executive #	30-05-2005	10/1/2019	-	-	26-08-1978	NA		One	Nil	Two	Nil		
Mr.	Vinit Taneja	DIN-02647727 PAN-AAAPT0317M	Independent-Non-Executive	23-05-2009	9/18/2019	-	90 Months 14 days	15-10-1957	NA		One	One	One	Nil		
Mr.	Ramesh Chandra Jain	DIN-00038529 PAN-AAJP8792R	Non - Executive##	10-08-2011	12/26/2020	-	-	22-12-1946	Yes	29-09-2021	Four	Three	Four	One		
Mr.	Krishna Chandra Verma	DIN-03636488 PAN-ACIPV4903H	Independent-Non-Executive	12-11-2011	9/18/2019	-	90 Months 14 days	30-08-1949	Yes	27-09-2019	One	One	One	Nil		
Ms.	Malini Sud	DIN-01297943 PAN-AAQPS9829M	Independent-Non-Executive	12-02-2015	2/12/2020	-	85 Months 20 days	06-03-1956	NA		Two	Two	Nil	Nil		
Mr.	Bidadi Anjani Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive##	03-11-2015	9/29/2018	-	-	25-03-1952	NA		Two	One	Two	Two		
Mr.	Anant Jalvant Talaulicar	DIN-00031051 PAN-AAAPT2311F	Non-Executive##	21-05-2018	9/29/2021	-	-	11-07-1961	NA		Seven	Six	Six	One		
Mr.	Rajiv Batra	DIN-00082866 PAN-AAFPB4485K	Independent-Non-Executive	11/2/2021	11/2/2021	-	5 months	9/30/1955	NA		One	One	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																
## 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											
& 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	02/11/2021	09/02/2022	Yes			11	5	98

* 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	09/02/2022	Yes	3	2	02/11/2021	98
Nomination & Remuneration Committee	08/02/2022	Yes	3	3	01/11/2021	97
Stakeholders Relationship Committee	08/02/2022	Yes	3	3		
Corporate Social Responsibility Committee	16/02/2022	Yes	3	1		

* 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.

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 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 1000 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 Jain
(Company Secretary)
Membership No.- A15237



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) ^{refer note} below	If Yes provide link to website. If No / NA provide reasons
a. Details of business	Yes	www.thehitechgears.com
b. Terms and conditions of appointment of independent directors	Yes	www.thehitechgears.com
c. Composition of various committees of board of directors	Yes	www.thehitechgears.com
d. Code of conduct of board of directors and senior management personnel	Yes	www.thehitechgears.com
e. Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.thehitechgears.com
f. Criteria of making payments to non-executive directors	Yes	www.thehitechgears.com
g. Policy on dealing with related party transactions	Yes	www.thehitechgears.com
h. Policy for determining 'material' subsidiaries	Yes	www.thehitechgears.com
i. Details of familiarization programmes imparted to independent directors	Yes	www.thehitechgears.com
j. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.thehitechgears.com
k. Email address for grievance redressal and other relevant details	Yes	www.thehitechgears.com
l. Financial results	Yes	www.thehitechgears.com
m. Shareholding pattern	Yes	www.thehitechgears.com
n. Details of agreements entered into with the media companies and/or their associates	N.A.	
o. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	
p. New name and the old name of the listed entity	N.A.	
q. Advertisements as per regulation 47 (1)	Yes	www.thehitechgears.com
r. Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.thehitechgears.com
s. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.thehitechgears.com
As per other regulations of LODR:		
a. Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.thehitechgears.com
b. Materiality Policy as per Regulation 30	Yes	www.thehitechgears.com
c. Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	

It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note} below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1),17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) ,20 (2)&20(2A)	Yes

Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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 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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been compiled.

For The Hi-Tech Gears Limited


Naveen Jain
(Company Secretary)
Membership No.- A15237



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending -31.03.2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For The Hi-Tech Gears Limited

Vijay Mathur
Chief Financial Officer



Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..