



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 19, 2021

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 September 30, 2021

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, 2021.

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 I.L.C. 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	30.09.2021

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 posi. 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	10/1/2019	-	-	05-08-1949	NA		Two	One	One	Nil
Mr.	Anil Kumar Khanna	DIN-00207839 PAN-AAEPK1931G	Independent-Non-Executive	17-09-1987	9/18/2019	-	84 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	-	84 Months 14 days	4/4/1962	NA		Two	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	-	84 Months 14 days	15-10-1957	NA		One	One	One	Nil
Mr.	Ramesh Chandra Jain	DIN-00038529 PAN-AAJPJ8792R	Non - Executive##	10-08-2011	12/26/2020	-	-	22-12-1946	Yes	29-09-2021	Three	Two	Four	One
Mr.	Krishna Chandra Verma	DIN-03636488 PAN-ACIPV4903H	Independent-Non-Executive	12-11-2011	9/18/2019	-	84 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	-	79 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 Jaivant Talaulicar	DIN:-00031051 PAN:-AAAPT2311F	Non-Executive##	21-05-2018	9/29/2021	-	-	11-07-1961	NA		Seven	Seven	Six	One
Mr.	Neville D'Souza	DIN:- 08536411 PAN:-CMCPD6299L	Independent-Non-Executive	14-08-2019	8/14/2019	9/16/2021	25 Months	28-04-1953	NA		-	-	-	-

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	12/04/2021	09/08/2021	Yes	12	7	39
2	29/06/2021	08/09/2021	Yes	11	6	29

* 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	09/08/2021	Yes	4	3	29/06/2021	39
	08/09/2021	Yes	3	2		
Nomination & Remuneration Committee	-	-	NA	NA	12/04/2021	-
Stakeholders Relationship Committee	-	-	NA	NA	-	-
Corporate Social Responsibility Committee	-	-	NA	NA	-	-

* 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 - No, However, The Company is in the process to appoint an Independent Director due to cessation of Mr. Neville D'Souza w.e.f September 16,2021
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

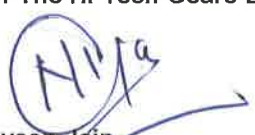

For The Hi-Tech Gears Limited

Naveen Jain
(Company Secretary)
Membership No.- A15237



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

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
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
Note		
<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>For The Hi-Tech Gears Limited</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>Naveen Jain Company Secretary Membership No.- A15237</p> </div> <div style="text-align: center;">  </div> </div>		

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 -30.09.2021

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..