



# THE HI-TECH GEARS LTD.

(Formerly Hi-Tech Gears Ltd.)  
CIN - L29130RJ1986PLC004536

Corporate Office : Millennium Plaza, Tower-B, Sushant Lok-1, Sector-27, Gurugram -122002,  
Haryana, INDIA Tel. : +91(124) 4715100

**April 10, 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, India.  
**Symbol: HITECHGEAR**

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

**Sub: Corporate Governance Report for the quarter and year ended on March 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 March 31, 2019. .

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

Thanking you.

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

*Sufal Kumar*

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



Encl: as above.

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

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

Regd. Office & Works I : A-589, Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel. : +91(1493) 665000

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

Subsidiaries : Teutech Industries 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	31.03.2019						
I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>6</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(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 #	01.01.2017	-	Two	Nil	Nil
Mr.	Anil Kumar Khanna	DIN-00207839 PAN-AAEPK1931G	Independent-Non-Executive	18.09.2014	5 Years	One	Two *	One
Mr.	Sandeep Dinodia	DIN-00005395 PAN-AAHPD2138F	Independent-Non-Executive	18.09.2014	5 Years	Two	Three	Two
Mr.	Pranav Kapuria	DIN-00006195 PAN-AERPK7674K	Executive #	01.08.2015	-	One	Nil	Nil
Mr.	Anuj Kapuria	DIN-00006366 PAN-AHGRK7409L	Executive #	15.05.2015	-	One	One	Nil
Mr.	Vinit Taneja	DIN-02647727 PAN-AAAPT0317M	Independent-Non-Executive	18.09.2014	5 Years	One	One	Nil
Mr.	Ramesh Chandra Jain	DIN-00038529 PAN-AAJPJ8792R	Non - Executive	18.09.2014	-	Two	Three	Nil
Mr.	Krishna Chandra Verma	DIN-03636488 PAN-ACIPV4903H	Independent-Non-Executive	18.09.2014	5 Years	One	One	Nil
Mr.	Prosad Dasgupta	DIN-00243254 PAN-AAFPD6926K	Independent-Non-Executive	18.09.2014	5 Years	One	Nil	Nil
Ms.	Mallni Sud	DIN-01297943 PAN-AAQPS9829M	Independent-Non-Executive	12.02.2015	5 Years	Two	One	Nil
Mr.	Bidadi Anjani Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive	03.11.2015	-	Two	Two	One
Mr.	Anant Jalvant Talaulicar	DIN-00031051 PAN-AAAPT2311F	Non-Executive	21.05.2018	-	Three	One	One

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</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

\* 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			
S. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>6</sup>
1	Audit Committee	Mr. Sandeep Dinodia Mr. Anil Kumar Khanna Mr. Anuj Kapuria Mr. Krishna Chandra Verma	Independent- Non-Executive- Chairperson Independent- Non-Executive Executive Independent- Non-Executive
2	Nomination & Remuneration Committee	Mr. Vinit Taneja Mr. Sandeep Dinodia Mr. Anil Kumar Khanna	Independent- Non-Executive- Chairperson Independent- Non-Executive Independent- Non-Executive
3	Stakeholders Relationship Committee	Mr. Anil Kumar Khanna Mr. Sandeep Dinodia Mr. Vinit Taneja	Independent- Non-Executive- Chairperson Independent- Non-Executive Independent- Non-Executive

<sup>6</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	Maximum gap between any two consecutive (In number of days)
1	31-10-2018	08-01-2019	68
		02/02/2019	24

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)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	02/02/2019	Yes	31.10.2018	93
Nomination & Remuneration Committee	-	-	-	-
Stakeholders Relationship Committee	02/02/2019	Yes	-	-

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

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 - Yes
a	Audit Committee - Yes
b	Nomination & remuneration committee - Yes
c	Stakeholders relationship committee- Yes
d	Risk management committee (applicable to the top 100 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

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



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) <sup>refer note below</sup>
Details of business	Yes
Terms and conditions of appointment of Independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

**II Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
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

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

