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

May 12, 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 and year ended on March 31, 2020

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 year ended on March 31, 2020.

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

Thanking You,
Yours faithfully,
For The Hi-Tech Gears Limited

The Hi-Tech Gears Limited Gurgaon

Naveen Jain
Company Secretary
Membership No. A15237

Encl: as above.

Annexure I

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	31.03.2020

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 /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 #	23-10-1986	01-10-2019	-	05-08-1949	NA		Two	One	One	Nil
Mr.	Anil Kumar Khanna	DIN-00207839 PAN-AAEPK1931G	Independent-Non-Executive	17-09-1987	18-09-2019	66 Months 14 days	17-07-1953	NA		One	One	Two	One
Mr.	Sandeep Dinodia	DIN-00005395 PAN-AAHPD2138F	Independent-Non-Executive	28-10-2002	18-09-2019	66 Months 14 days	04-04-1962	NA		Two	Two	Three	Two
Mr.	Pranav Kapuria	DIN-00006195 PAN-AERPK7674K	Executive #	25-05-2000	01-10-2019	-	16-07-1975	NA		One	Nil	Nil	Nil
Mr.	Anuj Kapuria	DIN-00006366 PAN-AHGPK7409L	Executive #	30-05-2005	01-10-2019	-	26-08-1978	NA		One	Nil	Two	Nil
Mr.	Vinit Taneja	DIN-02647727 PAN-AAAPT0317M	Independent-Non-Executive	23-05-2009	18-09-2019	66 Months 14 days	15-10-1957	NA		One	One	One	Nil
Mr.	Ramesh Chandra Jain	DIN-00038529 PAN-AAJPJ8792R	Non - Executive##	10-08-2011	29-09-2017	-	22-12-1946	NA		Three	Two	Three	One
Mr.	Krishna Chandra Verma	DIN-03636488 PAN-ACIPV4903H	Independent-Non-Executive	12-11-2011	18-09-2019	66 Months 14 days	30-08-1949	Yes	27-09-2019	One	One	One	Nil
Mr.	Prosad Dasgupta	DIN-00243254 PAN-AAFPD6926K	Independent-Non-Executive	14-02-2012	18-09-2019	66 Months 14 days	26-02-1947	Yes	27-09-2019	One	One	Nil	Nil
Ms.	Malini Sud	DIN-01297943 PAN-AAQPS9829M	Independent-Non-Executive	12-02-2015	12-02-2020	61 Months 20 days	06-03-1956	NA		Two	Two	One	Nil
Mr.	Bidadi Anjani Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive##	03-11-2015	29-09-2018	-	25-03-1952	NA		Two	One	Two	Two
Mr.	Anant Jaivant Talaulicar	DIN:-00031051 PAN:-AAAPT2311F	Non-Executive	21-05-2018	21-05-2018	-	11-07-1961	NA		Six	Five	Four	One
Mr.	Neville D'Souza	DIN:- 08536411 PAN:-CMCPD6299L	Independent-Non-Executive	14-08-2019	14-08-2019	7 Months 18 days	28-04-1953	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	04-11-2019	07-02-2020	Yes			10	5	94

* 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	07-02-2020	Yes	3	3	04-11-2019	94
Nomination & Remuneration Committee	-	-	NA	NA	02-11-2019	-
Stakeholders Relationship Committee	07-02-2020	Yes	3	3	-	-
Corporate Social Responsibility Committee	-	-	-	-	27-11-2019	

* 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 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

Sd/-
Naveen Jain
(Company Secretary)
Membership No.- A15237

Annexure II

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**
Details of business	Yes	www.thehitechgears.com
Terms and conditions of appointment of independent directors	Yes	www.thehitechgears.com
Composition of various committees of board of directors	Yes	www.thehitechgears.com
Code of conduct of board of directors and senior management personnel	Yes	www.thehitechgears.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.thehitechgears.com
Criteria of making payments to non-executive directors	Yes	www.thehitechgears.com
Policy on dealing with related party transactions	Yes	www.thehitechgears.com
Policy for determining 'material' subsidiaries	Yes	www.thehitechgears.com
Details of familiarization programmes imparted to independent directors	Yes	www.thehitechgears.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.thehitechgears.com
Email address for grievance redressal and other relevant details	Yes	www.thehitechgears.com
Financial results	Yes	www.thehitechgears.com
Shareholding pattern	Yes	www.thehitechgears.com
Details of agreements entered into with the media companies and/or their associates	N.A.	
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.	
New name and the old name of the listed entity	N.A.	
Advertisements as per regulation 47 (1)	Yes	www.thehitechgears.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.thehitechgears.com
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:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.thehitechgears.com
Materiality Policy as per Regulation 30	Yes	www.thehitechgears.com

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
Sd/-
Naveen Jain
(Company Secretary)
Membership No.- A15237