

CORPORATE GOVERNANCE REPORT

Forming part of 35th Directors' Report

I. Company's Philosophy on Corporate Governance

The Hi-Tech Gears Limited ("Company"), being in the forefront of the Indian auto component industry, has implemented and continuously improved upon various Corporate Governance practices over the years.

Corporate practices like the appointment of professionals from diverse fields of business on the Company's Board, prior intimation of date of Board Meetings which are convened at frequent intervals, outcomes of the Board Meetings, constitution of various Committees of Directors, stated policies on remuneration and retirement, formation & adherence of many policies, attendance of Directors at General Meetings, dissemination of price sensitive information in a transparent and fair manner and ensuring liquidity of the Company's scrip by listing on prominent stock exchanges, have been in place even before they have been mandated.

The Company has complied and observed with all the mandatory provisions of the SEBI Listing Regulations, as amended from time to time, with regard to Corporate Governance. Company is maintaining maximum transparency in passing on information to the shareholders. Additionally, your Company believes in complying with all the applicable laws of the country, in its letter as well in spirit.

II. Composition of Board of Directors

The Board, the apex body is appointed by the shareholders of the company. Directors occupy dual responsibility, i.e., Agent & Fiduciary. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors including (Independent Directors) and Woman Independent Director.

As on March 31, 2021, the Board of the Company consists of 13* members of whom 10 are Non-Executive Directors from different fields such as Engineering, Finance, Treasury, Business Management, Administration, Human Resource, Corporate Planning, Corporate Law etc. The Company has an Executive Chairman, Mr. Deep Kapuria, who is assisted by his two able sons, Mr. Pranav Kapuria, Managing Director & Mr. Anuj Kapuria, Executive Director who are overseeing the day to day operations of the Company. All the remaining Directors, except Mr. Ramesh Chandra Jain, Mr. Bidadi Anjani Kumar and Mr. Anant Jaivant Talaulicar are independent and not related to each other.

* Mr. Prosad Dasgupta, Independent Director of the Company, resigned from the Board w.e.f. June 29, 2021.

All Directors, Executive or Non-Executive, are professionally competent and experienced in their respective fields. The Details of Directors as on March 31, 2021 are as follows:

Name of Director and DIN	Designation	Category	Relationship with other directors	No. of Directorships	No. of Board Committees position as Member	No. of Board Committee position as Chairman
Mr. Deep Kapuria (00006185)	Executive Chairman	Promoter, Executive	Father of Mr. Pranav Kapuria and Mr. Anuj Kapuria	Eight	One	Nil
Mr. Anant Jaivant Talaulicar* (00031051)	Vice Chairman	Non-Independent, Non-Executive	-	Nine	Four	NIL
Mr. Anil Kumar Khanna (00207839)	Director	Independent, Non-Executive	-	Thirteen	One	One
Mr. Sandeep Dinodia (00005395)	Director	Independent, Non-Executive	-	Two	One	Two
Mr. Pranav Kapuria (00006195)	Managing Director	Promoter, Executive	Son of Mr. Deep Kapuria, brother of Mr. Anuj Kapuria	Six	Nil	Nil
Mr. Anuj Kapuria (00006366)	Executive Director	Promoter, Executive	Son of Mr. Deep Kapuria, brother of Mr. Pranav Kapuria	Ten	Two	Nil
Mr. Vnit Taneja (02647727)	Director	Independent, Non-Executive	-	One	One	Nil
Mr. Bidadi Anjani Kumar (00022417)	Director	Non Independent, Non-Executive	-	Seven	NIL	Four
Mr. Ramesh Chandra Jain (00038529)*	Director	Non Independent Non-Executive	-	Six	One	One
Mr. Krishna Chandra Verma (03636488)	Director	Independent, Non-Executive	-	One	One	Nil
Mr. Prosad Dasgupta* (00243254)	Director	Independent, Non-Executive	-	One	Nil	Nil
Ms. Malini Sud (01297943)	Director	Independent, Non-Executive	-	Four	One	Nil
Mr. Neville D'Souza (08536411)	Director	Independent, Non-Executive	-	One	Nil	Nil

*1. Mr. Anant Jaivant Talaulicar was appointed on the Board of Endurance Technologies Limited as Independent Director w.e.f. July 12, 2021 and Chairman of Audit Committee in KPIT Technologies Limited w.e.f. June 21, 2021 during the F.Y. 2021-22;

2. Mr. Ramesh Chandra Jain was appointed on the Board as Independent Director and Chairman of Audit Committee of S.J.S. Enterprises Limited w.e.f. July 6, 2021 & Independent Director of Exotech Plastics Private Limited w.e.f. July 20, 2021;

3. Mr. Prosad Dasgupta, Independent Director of the Company resigned from the Board w.e.f. June 29, 2021.

Note-1 Board Committee for the above purpose means Audit Committee

and Stakeholder Relationship Committee (Including Board Committees of The Hi-Tech Gears Limited).

Note-2 Directorship/Membership of all Companies including listed and public companies (including The Hi-Tech Gears Limited), Section 8 Companies but excluding foreign companies.

Number of Board Meetings held during the F.Y. 2020-21

During the year under review, the members of the Board have met 5 (Five) times to review, discuss and decide about the activities of business of the Company. The dates of the meetings are (1) June 11, 2020 (2) June 26, 2020 (3) August 13, 2020 (4) November 12, 2020 and (5) February 09, 2021.



It is confirmed that the gap between the two (2) consecutive meetings of the Board did not exceed one hundred and twenty days. The meetings usually held in Gurugram (Haryana).

Attendance of each Director at the Board Meetings and the last Annual General Meeting are given below:

Name of Director	Attendance in the Board Meetings	Attendance in the last Annual General Meeting
Mr. Deep Kapuria	5	Yes
Mr. Anil Kumar Khanna	2	Yes
Mr. Sandeep Dinodia	5	Yes
Mr. Bidadi Anjani Kumar	5	Yes
Mr. Vinit Taneja	5	Yes
Mr. Pranav Kapuria	5	Yes
Mr. Anuj Kapuria	5	Yes
Mr. Ramesh Chandra Jain	5	Yes
Mr. Krishna Chandra Verma	5	Yes
Mr. Prosad Dasgupta	5	No
Ms. Malini Sud	5	Yes
Mr. Anant Jaivant Talaulicar	5	Yes
Mr. Neville D'Souza	2	Yes

Directorship of Board Members in other listed entity

Pursuant to the amended SEBI Listing Regulation, the name of the other listed entity where the board members are holding directorship as on March 31, 2021 are given below:

Name of Director	Name of the Listed Entity	Category
Mr. Deep Kapuria	Omax Autos Limited	Non-Executive-Independent Director
Mr. Anant Jaivant Talaulicar	Force Motors Limited	Non-Executive - Independent Director
	Birlasoft Limited	Non-Executive - Independent Director
	India Nippon Electricals Limited	Non-Executive - Independent Director
	Everest Industries Limited	Non-Executive - Independent Director, Chairperson
	KPIT Technologies Limited	Non-Executive - Independent Director
Mr. Bidadi Anjani Kumar	Kennametal India Limited	Non-Executive - Independent Director, Chairperson
Mr. Sandeep Dinodia	Ester Industries Limited	Non-Executive - Independent Director
Mr. Ramesh Chandra Jain	Frick India Limited	Non-Executive - Independent Director
	Kamdhenu Limited	Non-Executive - Independent Director
Mr. Anil Kumar Khanna	United Leasing And Industries Limited	Director
Ms. Malini Sud	Sterling Tools Limited	Non-Executive - Independent Director

Details of Shares held by Non-Executive Director(s)

Mr. Vinit Taneja holds 5600 equity shares, Mr. Prosad Dasgupta holds 2000 equity shares and Mr. Krishna Chandra Verma holds 3200 equity shares

as on March 31, 2021. No other Non-Executive Director holds any equity shares as on that date. Shares held by Executive Directors are mentioned in Directors' Report.

Familiarization Programme

At the time of appointment of an Independent Director, a formal letter of appointment is given to him / her, which inter alia explains the role, functions, duties and responsibilities expected from him/her as an Independent Director of the Company. New Director is also explained in detail the compliances required from him/her under the Companies Act, 2013 and Rules made thereunder, at a separate meeting of the Independent Directors, participants normally discuss, a brief details about the Company, nature of the industry in which Company operates, its business model apart from roles and responsibilities of Independent Directors.

The details of familiarization programs imparted to independent directors can be accessed at www.thehitechgears.com.

Disclosure with regard to the core skills/ expertise/ competencies of the Board

Pursuant to Schedule V of the SEBI Listing Regulations, core skills/expertise /competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

The detailed Chart/ Matrix of such core skills/ expertise/ competencies along with the names of the Directors who possess such skills is given in the below table:

S. No	Name of the Director	Designation	Core skills/ Expertise/ Competencies
1	Mr. Deep Kapuria	Executive Chairman	Management, Strategy and Planning, Global business leadership, Manufacturing, automobile engineering and project management, CSR and Sustainability matters, Critical and Innovative Thinker
2	Mr. Anant Jaivant Talaulicar	Non-Independent, Non-Executive	Mechanical and Engineering Expertise, Quality consciousness, Technical Expertise, Strategic thinking, Active contribution towards Strategy and Planning.
3	Mr. Anil Kumar Khanna	Independent, Non-Executive	Member and stakeholder engagement, Economics and Statistics
4	Mr. Sandeep Dinodia	Independent, Non-Executive	Audit and Risk management, Policy Development, Finance and Taxation,
5	Mr. Bidadi Anjani Kumar	Non Independent, Non-Executive	Finance and Taxation, Economics and Statistics, Policy Development
6	Mr. Vinit Taneja	Independent, Non-Executive	Policy Development, Human Resource Management, Interpersonal Skills
7	Mr. Pranav Kapuria	Promoter, Executive	Management, Strategy and Planning, Governance, Risk and Compliance, Commercial Experience, Global business leadership, Manufacturing, automobile engineering and project management, Vision and value creation
8	Mr. Anuj Kapuria	Promoter, Executive	Commercial Experience, Manufacturing, automobile engineering and project management, Automation & Innovation, New Product Development

S. No	Name of the Director	Designation	Core skills/ Expertise/ Competencies
9	Mr. Ramesh Chandra Jain	Non Independent Non-Executive	Quality consciousness, Technical Expertise, Critical Thinking and Innovation
10	Mr. Krishna Chandra Verma	Independent, Non-Executive	Government Relations (policy & process), Critical Thinking and Innovation, CSR Management, Regulatory, Government and Security matters, CSR matters, Active contribution
11	Mr. Prosad Dasgupta	Independent, Non-Executive	Governance, Risk and Compliance, Strategic thinking, Finance and Taxation
12	Ms. Malini Sud	Independent, Non-Executive	Management and Strategy, Legal & Corporate Laws
13	Mr. Neville D'Souza	Independent, Non-Executive	Management and Strategy, Government Relations (policy & process)

Confirmation of the Board on Independence of Independent Directors

The Hi-Tech Gears Limited has optimum combination of Board of Directors comprises of Three Executive Directors, Three Non-Executive Directors and Seven* Independent Directors as on March 31, 2021 under the provisions of SEBI Listing Regulation, as amended from time to time.

* Mr. Prosad Dasgupta, Independent Director has resigned from the Board w.e.f. June 29, 2021.

The Board has received the requisite declarations from the independent directors of the Company under the provisions of Companies Act, 2013 read with Rules made thereunder and SEBI Listing Regulation, as amended from time to time. Therefore, the Board hereby confirmed that on the basis of such declaration that the independent directors fulfil the conditions as specified in the above said regulations and are independent of the management.

Mr. Prosad Dasgupta, Independent Director of the company has resigned before the expiry of their tenure.

Detailed Reasons for the Resignation: The extract of Mr. Prosad Dasgupta resignation letter dated June 21, 2021, wherein he confirmed the reasons for his resignation as under:

"consequent to my post Covid infirmities, which has impacted me severely to the extent of even my eyesight."

Further he also confirmed in his resignation letter there is no material reasons other than as mentioned above.

Discussions at the Board Meetings:

- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Brief on statutory developments, changes in Government policies etc. with impact thereof, Directors' responsibilities arising out of any such development.
- Interim Dividend declaration & Final Dividend recommendation.
- Internal Audit findings and Statutory Auditor reports (through the Audit Committee).
- General Notices of Interest of Directors.
- Minutes of Meetings of Audit Committee and other Committees of the Board, and also resolutions passed by circulation
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order, which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the Company.

- Annual Operating plans of Business, Capital Budgets and any updates, duly reviewed by the Audit Committee.
- Quarterly, Half yearly & annually financial results of the Company and its operating divisions or business segments, duly reviewed by Audit Committee.
- Sale of material nature of investments, subsidiaries, Assets, which is not in normal course of business, if any.
- Transactions that involve substantial payment towards Goodwill, Brand Equity or Intellectual Property.
- Details of any Joint Venture, Acquisitions of Companies or Collaboration Agreement, if any.
- Non-Compliance of any Regulatory, Statutory or Listing requirements and shareholders services such as Non-payment of dividend, delay in share transfer (if any). etc.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or Serious Accidents, Dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial non payment for goods sold by the company.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like implementation of Voluntary Retirement Scheme etc.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary, if any.
- Investment & borrowing decisions based on recommendations of Committees, wherever required.
- Formulation of criteria for evaluation of own Board as whole and Individual Directors including Independent Directors.
- Any other important matter relating to the working of the Company.
- All matters which are required to be exercised by the Board of Directors in terms of the provisions of the Companies Act 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Chairman of the Board, Managing Director and the Company Secretary in consultation with other concerned members of the Senior Management of the company finalize the agenda papers/ documents etc for the Board Meetings.

III. Audit Committee

Brief description of terms of reference

The Audit Committee of your Company consists of Four Directors. Three of the members are Non-Executive & Independent Directors viz Mr. Sandeep Dinodia, Mr. Anil Kumar Khanna both are Fellow members of the Institute of Chartered Accountants of India & Mr. Krishna Chandra Verma, has immense knowledge of Administration. One is an Executive Director viz. Mr. Anuj Kapuria has wide experience and specialization in Computer Vision, Artificial Intelligence. Please refer skills/expertise for detailed competencies. Company Secretary acts as the Secretary of the Audit Committee. The scope, compliances & functions of the Audit committee is in line with the provisions of Regulation 18 of SEBI Listing Regulations, as amended from time to time and the provisions of Section 177 of the Companies Act, 2013 along with rules made thereunder.

In compliance with the provisions of the Act and the SEBI Listing Regulations all the members are financially literate and have accounting or related financial management expertise.

Composition, Meetings and Attendance

The Audit Committee met 5 (Five) times during the financial year 2020-21 on the following dates: (1) June 11, 2020 (2) June 26, 2020 (3) August 13, 2020 (4) November 12, 2020 and (5) February 09, 2021. These meetings were attended by members as detailed below:-



Name	Position/Composition	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Sandeep Dinodia	Chairman	Non-Executive & Independent Director	5	5
Mr. Anil Kumar Khanna	Member	Non-Executive & Independent Director	5	5
Mr. Krishna Chandra Verma	Member	Non-Executive & Independent Director	5	5
Mr. Anuj Kapuria	Member	Executive Director	5	5

Audit Committee has following Powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Audit Committee has the following Roles & Responsibilities:

Audit Committee performs its duties, roles & responsibilities in terms of the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Section 177 of the Companies Act, 2013, the major are being:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval.
4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
5. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
6. Approval or any subsequent modification of transactions of the company with related parties;
7. Scrutiny of inter-corporate loans and investments;
8. Valuation of undertakings or assets of the company, wherever it is necessary;
9. Evaluation of internal financial controls and risk management systems;
10. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
11. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
12. To review the functioning of the Whistle Blower mechanism;
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee, in Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 or any other statutory regulation, document or otherwise.

Invitees

Managing Director, Chief Financial Officer, Statutory Auditors, Internal Auditors & Finance Team are normally invited at the Audit Committee as well as at the Board Meetings; other experts are invited on need basis. The recommendations made by Audit Committee are accepted by Board.

IV. Nomination & Remuneration Committee

Brief description of terms of reference

The scope of functions of the Nomination & Remuneration Committee are to look into Company's policy on specific/general remuneration packages, for Executive, Non-Executive and Independent Directors, including pension rights and any compensation payment.

Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

The Nomination & Remuneration Committee consists of three (3) Independent Non-Executive Directors.

Composition, Meetings and Attendance

The Nomination & Remuneration Committee met One (1) time during the financial year 2020-21 on February 08, 2021.

This meeting was attended by members as detailed below:-

Name	Position/Composition	Category	No. of meetings during the tenure	No. of meetings attended
Mr. Vinit Taneja	Chairman	Non-executive & Independent Director	1	1
Mr. Sandeep Dinodia	Member	Non-executive & Independent Director	1	1
Mr. Anil Kumar Khanna	Member	Non-executive & Independent Director	1	1

Nomination & Remuneration Committee have following Roles & Responsibilities

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Nomination and Remuneration Committee also provides the manner in which the performance evaluation of Board, its Committees and Individual Directors are done and provides the review process.
3. Devising a policy on Board diversity;
4. Formulate a Remuneration Policy as specified under Section 178 of the Companies Act, 2013 and under SEBI Listing Regulation, as amended from time to time.
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
6. Carrying out any other function as is mentioned in the terms of reference of the Nomination & Remuneration Committee, in Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 or any other statutory regulation, document or otherwise.

Remuneration of Directors

The Company's Nomination & Remuneration Policy for Directors, Key Managerial Personnel and other employees approved by Board of Directors in their meeting held on August 07, 2014. Similarly, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors.

Pursuant to the SEBI Listing Regulations, complete Nomination and Remuneration Policy of your Company can be viewed at the following link: www.thehitecgears.com. The salient features of the Remuneration Policy are as under:

- i. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- ii. To determine remuneration of Directors, KMPs and other senior management personnel, keeping in view all relevant factors including industry trends and practices.
- iii. The policy is directed towards rewarding performance based on review of achievements periodically.
- iv. The policy is in consonance with the existing industry practice.
- v. To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks

The Chairman, Managing Director and the Whole Time Director are paid remuneration as approved by the Board of Directors on the recommendation of the Nomination & Remuneration Committee within the overall limit sanctioned by the Shareholders. The remuneration is fixed considering various factors such as qualification, experience, expertise, prevailing remuneration in the corporate world, financial position of the Company, etc. The remuneration structure of Executive Directors comprises of basic salary, HRA, allowances, contribution to provident fund and other statutory funds which is in accordance with Section 197, 198 and other applicable provisions of the Companies Act, 2013. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees for attending Board & Committee Meetings & commission @ 0.5% of Net Profits in a Financial Year for all Non-Executive Directors together.

The Company did not advance any loan to any of Director during the period under review.

1. The details of the remuneration paid/payable to the Chairman, Managing Director and Whole Time Director for the year ended March 31, 2021, are as under:

(Amount in Millions)

Name of Director	Designation	Salary	EPF	Allowances	Total
Mr. Deep Kapuria	Executive Chairman	8.59	0.64	6.27	15.51
Mr. Pranav Kapuria	Managing Director	5.66	0.42	4.22	10.31
Mr. Anuj Kapuria	Executive Director	5.66	0.42	4.22	10.31
Total		19.91	1.48	14.71	36.13

Notes:-

- a. Salary includes basic salary & HRA, and allowances includes special allowance, medical allowance and education allowance. EPF includes contribution to provident fund and other statutory funds.
 - b. In view of the Covid-19 outbreak and hardship faced by the Company and in the prime interest of all stakeholders and sustainability of the Company, Executive Directors have renounced their remuneration for first half year of F.Y. 2020-21 i.e. April 2020 to September 2020.
2. The Non-Executive Directors play an active role in the meetings of the Board and are associated with the Various Board Committees. They also bring independent judgment in the Board's deliberations and decisions. The details of the remuneration paid/payable to the Non- Executive Directors for the year ended March 31, 2021 are as under:

(Amount in Millions)

No.	Name of the Non-Executive Directors	Commission	Sitting fees	Total
1.	Mr. Anil Kumar Khanna*	0.254	0.00	0.254
2.	Mr. Sandeep Dinodia	0.254	0.130	0.384
3.	Mr. Vinit Taneja	0.254	0.080	0.334

(Amount in Millions)

No.	Name of the Non-Executive Directors	Commission	Sitting fees	Total
4.	Mr. Ramesh Chandra Jain	0.254	0.060	0.314
5.	Mr. Prosad Dasgupta	0.254	0.060	0.314
6.	Mr. Krishna Chandra Verma	0.254	0.120	0.374
7.	Mr. Bidadi Anjani Kumar	0.254	0.050	0.304
8.	Ms. Malini Sud	0.254	0.060	0.314
9.	Mr. Anant Jaivant Talaulicar	0.254	0.050	0.304
10.	Mr. Neville D'Souza*	0.254	0.00	0.254
	Total	2.54	0.61	3.15

* Mr. Neville D'Souza and Mr. Anil Kumar Khanna waived off their respective sitting fees for the financial year 2020-2021.

Notes:

- a. Directors other than Executive Directors were entitled to sitting fee & commission on the Net Profit of the Company.
- b. There were no other pecuniary transactions/ relationship with Non-Executive Directors.
- c. There is no service contract, notice period, severance fees payable to Non-Executive Directors.
- d. No stock option scheme has been launched by the Company till date. However Company's Board of Directors have passed the resolution for implementing the "The Hi-Tech Gears Limited Stock Incentive Plan, 2021" to reward, attract, motivate and retain employees and Directors of the Company and its existing or future subsidiary companies, in or outside India, subject to the approval of the shareholders at the ensuing 35th Annual General Meeting of the Company.

V. Stakeholder Relationship Committee

Brief description of terms of reference

The Stakeholder Relationship Committee of your Company consists of three Directors. All members are Independent & Non-Executive Directors. The scope, compliances & functions of the Stakeholder Relationship Committee is in line with the SEBI Listing Regulations, as amended from time to time and the provisions of Section 178 of the Companies Act, 2013 along with rules made thereunder.

Meetings and attendance

The Stakeholder Relationship Committee met One (1) time during the financial year 2020-21 on February 08, 2021. This meeting was attended by members as details given below:

Name	Position/ Composition	Category	No. of meetings held during the tenure	No. of meetings attended
Mr. Anil Kumar Khanna	Chairman	Non-Executive Independent Director	1	1
Mr. Sandeep Dinodia	Member	Non-Executive Independent Director	1	1
Mr. Vinit Taneja	Member	Non-Executive Independent Director	1	1

Mr. Naveen Jain, Company Secretary to act as Compliance Officer of the Committee.



Investors Complaints during the financial year ended March 31, 2021

Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed of during the year	Nil
Remaining unresolved at the end of the year	Nil

VI. Other Committees

(a) Corporate Social Responsibility Committee

Brief description of terms of reference

The CSR Committee has been formed pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The aforesaid provisions mandate the Roles, Responsibilities, Powers & Scope of the Corporate & Social Responsibility Committee & its members. Therefore, Board of Directors constituted a Corporate & Social Responsibility Committee in April, 2014.

Meetings and attendance

The Corporate Social Responsibility Committee met One (1) time during the financial year 2020-21 on November 12, 2020. The meeting was attended by members as detailed below:

Name	Position/Composition	Category	No. of meetings during the tenure	No. of meetings attended
Mr. Krishna Chandra Verma	Chairman	Non-Executive Independent Director	1	1
Mr. Deep Kapuria	Member	Executive Director	1	1
Mr. Pranav Kapuria	Member	Executive Director	1	0
Mr. Ramesh Chandra Jain	Member	Non-Executive Directors	1	1

Company Secretary acts as the secretary of the Committee.

The following roles & responsibilities of the Committee:

1. Formulate a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Act;
2. The amount of expenditure to be incurred on the activities to be undertaken by the company as specified in Schedule VII of the Act;
3. Monitor the Corporate Social Responsibility Policy of the company from time to time;
4. Other activities, as may be undertaken from time to time in accordance with 1 to 3 above.

As part of its initiatives under CSR, the Company has undertaken the various projects pursuant to Schedule VII of the Act & CSR Policy of Company. During the financial year 2020-21, Company spent a sum of ₹ 7.20 million also mentioned in **Annexure III** to the Directors' Report.

(b) Share Transfer Committee

Brief description of terms of reference

The equity shares of the Company are traded in the compulsory DEMAT mode for all investors. All requests for physical share transfer and dematerialization of shares (if in order and complete in all respect) are processed and confirmed within the statutory period.

A committee of three Directors, under the nomenclature 'Share Transfer Committee' of the Company has been empowered to approve transfer, transmission, DEMAT and other related matters regarding the shares of the Company.

Meetings and attendance

The Committee considers the matters relating to transfer, transmission and transposition of shares, sub-division and consolidation of shares, replacement of lost/stolen/mutilated share certificates and review of dematerialization and re-materialization of shares during the year. Pursuant to Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has opened a separate Demat Suspense Account.

As on March 31, 2021, no equity shares were pending for transfer.

VII Separate Independent Directors' Meetings

As per the Schedule IV of Companies Act, 2013 and SEBI Listing Regulations, as amended from time to time, Independent Directors shall meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs.

During the year under review, the Independent Directors met on February 09, 2021, inter alia, to discuss:

1. Review the performance of Non-Independent Directors and the Board of Directors as a Whole;
2. Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Assess the quality, quantity and timelines of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. General Body Meeting

- a) Details of last three Annual General Meeting (AGM) of the Company are given below:

Financial Year	Date of Meeting	Time	Location/ Venue	No. of Special Resolution Passed
2019-20	December 26, 2020	05.00 P.M.	Plot No. 24-26, Sector-7, IMT Manesar, Gurgaon-122050, Haryana	NIL
2018-19	September 27, 2019	11.00 A.M.	Plot No. 24-26, Sector-7, IMT Manesar, Gurgaon-122050, Haryana	10
2017-18	September 29, 2018	11.00 A.M.	A-589, Industrial Complex, Bhiwadi -301019 (Rajasthan)	One

- b) During the financial year 2020-21, no resolution was passed by way of Postal Ballot;
- c) At the forthcoming Annual General Meeting, no resolution to be passed through Postal Ballot;
- d) Dividend history of last five years.

S. No.	Financial year	Rate of Dividend	Date of Declaration
1	2019-20	Interim Dividend-15%	February 07, 2020
2	2018-19	Interim-15% Final-20%	February 02, 2019 September 27, 2019
3	2017-18	Interim-15% Final- 20%	February 02, 2018 September 29, 2018
4	2016-17	Interim-12.5% Final- 12.5%	February 10, 2017 September 29, 2017
5	2015-16	Interim-15% Final- 15%	February 12, 2016 September 23, 2016

For the F.Y. 2020-21, the final dividend @ 20% was recommended by the Board of Directors on June 29, 2021.

IX Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/ profession, and who can effectively contribute to the Company's business and policy decisions are considered first by the Nomination and Remuneration Committee and then by the Board, for appointment, as Independent Directors on the Board. The Committee and Board, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation and takes appropriate decision.

Meeting of criterion mentioned under Section 149 of the Companies Act, 2013 & Rules made thereunder read with Regulation 16 of SEBI (LODR) is must to become the eligible for the candidature of Independent Director.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

X MEANS OF COMMUNICATION

- The quarterly, half yearly and annual financial results (consolidated and standalone) and quarterly shareholding pattern are updated on the Company's official website i.e. www.thehitechgears.com as per the requirements of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended from time to time. The Company has also submitted all periodical Compliance filings on NSE Electronic Application System (NEAPS) and BSE Corporate Compliance & Listing Centre (BSE Listing Centre).

- Publication of Financial Results

The approved financial results are published normally in the following Newspapers in accordance with the provision of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Financial Calendar for FY 2020-21	Results were announced on	Newspapers	Date of Publication
*Financial Reporting for the 1 st quarter ended June 30, 2020	August 13, 2020	NA	NA
		NA	NA
Financial Reporting for the 2 nd quarter and half year ended September 30, 2020	November 12, 2020	Business Standard	November 13, 2020
		Business Standard	November 13, 2020
Financial Reporting for the 3 rd quarter ended December 31, 2020	February 09, 2021	Business Standard	February 10, 2021
		Business Standard	February 10, 2021
Financial Reporting for the 4 th quarter and year ended 31 March, 2021	June 29, 2021	Business Standard	June 30, 2021
		Business Standard	June 30, 2021

*In view of Covid-19 pandemic, SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 has provided the relaxation with respect to publication of all events under Regulation 47, of the SEBI (LODR) Regulations, 2015 till June 30, 2020. Company approved its financials for the quarter ended June 30, 2020 on August 13, 2020 and availed the above relaxation of not publishing its Audited Financial Results in newspapers.

- All material information about the Company and documents under the SEBI Listing Regulations are also communicated to the concerned Stock Exchanges, besides being placed on the Company's website i.e. www.thehitechgears.com

- The Company has not displayed any official news released during the year under review except as required by the SEBI Listing Regulation as mentioned in point 1 above.
- The Company generally publishes its financial results in the Business Standard (English) and Business Standard (Hindi) . The details are provided in Section XI, Clause 1 herein below.
- During the year under review the Company has not made any presentations to Institutional investors or to the Analysts.

XI General Shareholder information

1. Financial Calendar for 2021-2022

(Tentative and subject to change)

Financial Reporting for the 1 st quarter ended June 30, 2021	August 09, 2021
Financial Reporting for the 2 nd quarter and half year ended September 30, 2021	November, 2021 (2 nd Week)
Financial Reporting for the 3 rd quarter ended December 31, 2021	February, 2022 (2 nd Week)
Financial Reporting for the year ended March 31, 2022	May, 2022 (Last week)
Annual General Meeting for the year 2021-22	September, 2022

2. 35th Annual General Meeting (AGM) Schedule

Annual General Meeting:

35th Annual General Meeting of the Company will be held on Wednesday, the 29th Day of September, 2021 at 05:00 P.M. at the Registered Office of the Company situated at Plot No. 24-26, Sector-7, IMT Manesar, Gurugram-122050, Haryana

Company is also providing the facility to attend the meeting through Audio/ Video Conferencing means.

Date of Book Closure:

September 23, 2021 to September 29, 2021 (Both days inclusive)

E-Voting Cut-Off Date &

September 22, 2021

E- Voting period

September 26, 2021 (9:00 A.M.) to September 28, 2021 (5:00 P.M.)

Dividend payment

Particulars of Final dividend declaration/recommendation are disclosed in the Directors' Report.

No Interim Dividend has been declared by the Board for the financial year 2020-21.

3. Listing on Stock Exchanges

As on March 31, 2021 the equity shares of the Company are listed on the following Stock Exchanges:-

a.) National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot no. C-1, Block G, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Stock Code- HITECHGEAR

b.) Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai-400001 Scrip Code –522073

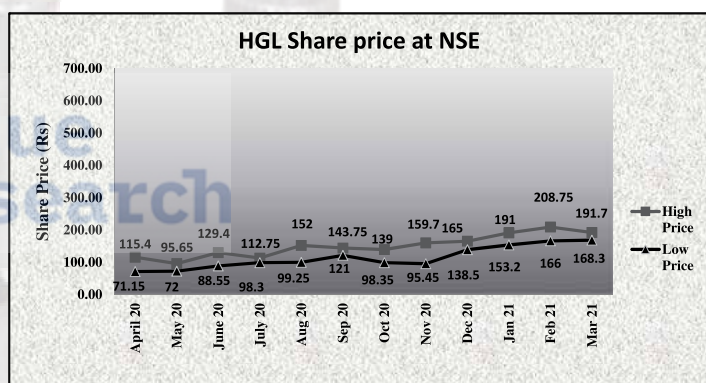
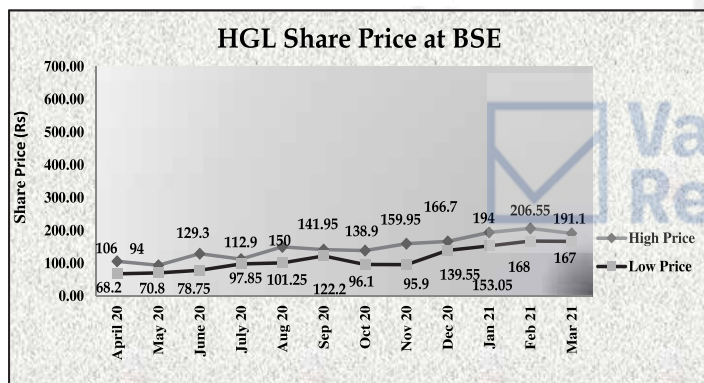
Note: The listing fee for the F.Y. 2020-21 and 2021-22 has been paid to the respective Stock Exchanges within the stipulated time.



4. Market Price Data

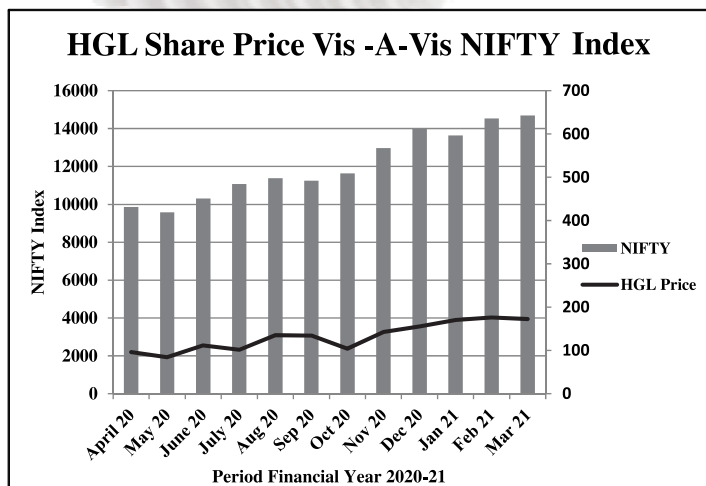
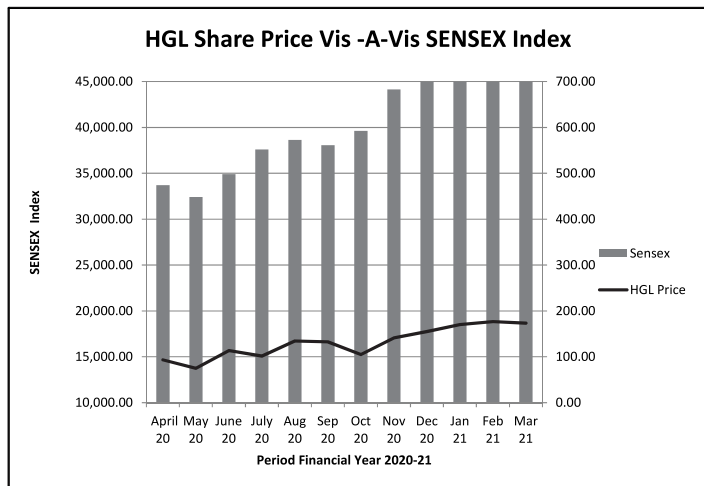
Monthly high and low prices of equity shares of the Company at BSE and NSE during the year under review are given hereunder.

Month	BSE					NSE				
	Share Price (Rs)		Sensex		No. of shares traded	Share Price (Rs)		Nifty		No. of shares traded
	High Price	Low Price	High	Low		High Price	Low Price	High	Low	
April 20	106.00	68.20	33,887.25	27,500.79	4,735	115.40	71.15	9,889.05	8,055.80	73,349
May 20	94.00	70.80	32,845.48	29,968.45	8,662	95.65	72.00	9,598.85	8,806.75	61,254
June 20	129.30	78.75	35,706.55	32,348.10	2,822	129.40	88.55	10,553.15	9,706.95	1,59,168
July 20	112.90	97.85	38,617.03	34,927.20	25,387	112.75	98.30	11,341.40	10,299.60	1,36,374
Aug 20	150.00	101.25	40,010.17	36,911.23	80,498	152.00	99.25	11,794.25	10,882.25	3,19,012
Sep 20	141.95	122.20	39,359.51	36,495.98	15,003	143.75	121.10	11,618.10	10,790.20	75,476
Oct 20	138.90	96.10	41,048.05	38,410.20	12,944	139.00	98.35	12,025.45	11,347.05	1,08,134
Nov 20	159.95	95.90	44,825.37	39,334.92	60,018	159.70	95.45	13,145.85	11,557.40	3,48,045
Dec 20	166.70	139.55	47,896.97	44,118.10	29,379	165.00	138.50	14,024.85	12,962.80	1,37,572
Jan 21	194.00	153.05	50,184.01	46,160.46	29,280	191.00	153.20	14,753.55	13,596.75	1,34,971
Feb 21	206.55	168.00	52,516.76	46,433.65	36,871	208.75	166.00	15,431.75	13,661.75	1,81,891
Mar 21	191.10	167.00	51,821.84	48,236.35	67,882	191.70	168.30	15,336.30	14,264.40	1,86,011



6. Performance in comparison to Broad Based Indices:-

Share Price on the last working day of the relevant month



7. Registrar and Share Transfer Agent

M/s MAS Services Limited, New Delhi is the Registrar and Share Transfer Agent (RTA) of the Company for handling the share transfer work both in physical and electronic form. All the correspondences relating to share transfer, transmission, dematerialization, rematerialization etc. can be made at the following address:

M/s MAS Services Limited

(Unit: The Hi-Tech Gears Limited)

T-34, 2nd Floor, Okhla Industrial Area,

Phase –II, New Delhi – 110020

Ph.: 011 – 26387281, 82, 83

Fax: 011 – 26387384

Web site: www.masserv.com

Email: info@masserv.com

Email ID for redressal of Investor Grievances

Pursuant to Regulation 13 of the SEBI (LODR) Regulations 2015, Company has created a separate Email ID for redressal of Investor Complaints and Grievances. The Email ID is secretarial@thehitechgears.com

8. Share Transfer System

The shares of the Company are traded in the compulsory demat mode for all investors. All physical share transfers, dematerialization etc are handled by M/s MAS Services Ltd, Registrar and Share Transfer Agent (RTA) of the Company and the request for physical share transfer and dematerialization of shares (if found in order and complete in all respect) are processed and confirmed within a period of 15 days.

To expedite the share transfer process, authority has been delegated to the Share Transfer Committee which comprises of three Directors. Share transfer/transmission approved by the Committee is placed at the meeting of the Board of Directors from time to time

As per the requirements of Regulation 40(9) of the SEBI (LODR) Regulations 2015, the Company has obtained the Half Yearly Compliance Certificate from a Company Secretary in Practice for due compliance of Share Transfer formalities and the same has been filed with National Stock Exchange of India Limited (NSE) through NSE Electronic Application Processing System (NEAPS) and with BSE Limited (BSE) through BSE Listing Centre accordingly.

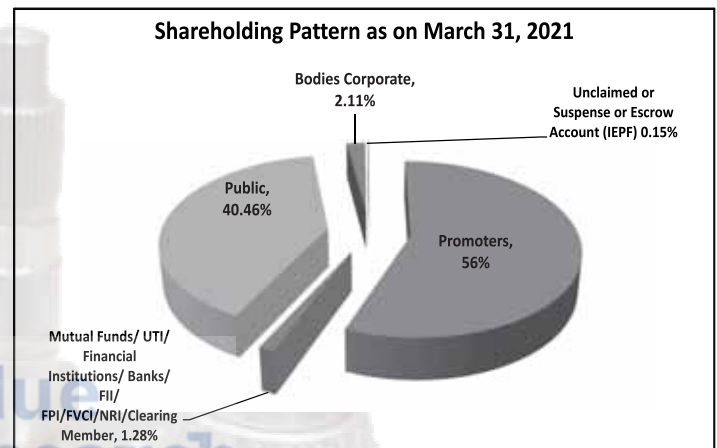
9. (a) Distribution of shareholding

As on March 31, 2021 the distribution of shareholding was as follows:

Range of No. of Equity Shares held	No. of share	% (No. of share)	No. of shareholders	% (No. of shareholders)
1 to 5,000	19,32,582	10.30	5104	97.35
5,001 to 10,000	4,54,132	2.42	62	1.18
10,001 to 20,000	4,45,593	2.37	31	0.59
20,001 to 30,000	3,06,493	1.63	12	0.23
30,001 to 40,000	2,57,238	1.37	7	0.13
40,001 to 50,000	1,47,950	0.79	3	0.06
50,001 to 100,000	3,89,630	2.08	5	0.10
100,001 and above	1,48,34,382	79.04	19	0.36
TOTAL	1,87,68,000	100.00	5243	100.00

(b) Category wise shareholding as on March 31, 2021

Category	% of Shareholders	No. of shares held
Promoters & Promoters Group	56.00%	1,05,10,521
Mutual Funds/ UTI/ Financial Institutions/Banks/Clearing Member FII/Foreign Venture Capital /Foreign Portfolio Investment/ NRI/ OCB	1.28%	2,39,347
Public	40.46%	75,93,842
Unclaimed or Suspense or Escrow Account	0.15%	27,763
Bodies Corporate	2.11%	3,96,527
Total	100%	1,87,68,000



10. Dematerialization of shares and liquidity

The equity shares of the Company are compulsorily traded and settled only in the dematerialized form under ISIN No. INE127B01011. Your Company is maintaining connectivity with both the Depositories i.e. NSDL and CDSL. The members are requested to dematerialize their physical holding in view of various advantages in dematerialized form.

The details of the equity shares of the Company dematerialized as on March 31, 2021 is given hereunder:

Particulars	As on March 31, 2021	
	No. of Shares	% age
No. of Shares dematerialized		
-NSDL	1,58,30,887	84.35
-CDSL	28,65,409	15.27
No. of shares in physical form	71,704	0.38
Total	18,768,000	100.00

***Note: 71 Shareholders are common in Demat and Physical**

Liquidity

The equity shares of the Company are liquid and frequently traded on the stock exchanges.

11. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity.

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments, hence this section is not applicable to the Company.



12. Activities relating to Commodity Price Risk or Foreign Exchange Risk etc.

The details of Activities relating to Commodity Price Risk or Foreign Exchange Risk etc. are provided under the head Risk & Concerns in Automobile and Component Segment Management Discussion Analysis Report form part of the Annual Report.

13. Plant Locations

The Company's manufacturing facilities are located at the following locations:

S. No.	Plant Address
1	A-589, Industrial Complex, Bhiwadi, District Alwar- 301019, Rajasthan
2	Plot No. 24, 25 & 26, Sector 7, IMT Manesar, Gurgaon-122050, Haryana
3.	SPL-146, Industrial Complex, Bhiwadi, District Alwar- 301019, Rajasthan

14. Disclosures with respect to Unpaid/ Unclaimed Dividend and Shares

Pursuant to provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, if any dividend is not claimed for a consecutive period of 7 years from the date of transfer of the total amount of dividend which remained unpaid or unclaimed to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF) established under sub-section (1) of section 125 of the Act.

Further, the shares in respect of above unpaid or unclaimed dividend for a period of 7 consecutive years, are also liable to be transferred to the Demat Account of IEPF Authority in pursuance to the provisions of the Act read with its Rules made thereunder.

In this regard, the company has sent periodical reminders by sending notice individually and also by publishing the same in newspaper. The list of unclaimed dividend and shareholders whose shares are liable to be transferred to the IEPF Authority, were also placed on the website of the Company in the interest of the shareholders, in order to avoid transfer of dividend/Shares to said Authority.

In light of the aforesaid provisions, the Company has transferred the amount of unclaimed dividends outstanding for a consecutive period of 7 years to IEPF during the year. Further, the shares in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the demat account of IEPF Authority. The details of unclaimed dividends transferred to IEPF during the F.Y. 2020-21 are as follows:

Type of Dividend	Date of Declaration of Dividend	Date of transfer to IEPF	Amount transferred to IEPF
Final Dividend (Financial Year 2012-13)	30.09.2013	04.12.2020	₹ 77,424/-
Interim Dividend (Financial Year 2013-14)	14.02.2014	31.03.2021	₹ 55,083/-

The proposed due date for the transfer of unclaimed final dividend for the year 2013-14 to IEPF is 24.10.2021

The details of Shares transferred to IEPF during the year 2020-21 are as follows:

Financial Year	Date of Transfer of Shares to IEPF	No of Shares transferred
2011-12	September 02, 2020	1600
2011-12	January 11, 2021	400

No claim shall lie against the Company in respect of the dividend/ shares so transferred. The members who have a claim on the above dividends and shares may claim the same from IEPF Authority by submitting an application in the prescribed Forms.

During the year under review, pursuant to SEBI Listing Regulation, details relating to shares in the Demat Account of IEPF Authority or Unclaimed or Suspense Account, as applicable are given below:

S. No.	Particulars	Status
1	Aggregate number of shareholders and the outstanding shares in the IEPF Account lying at the beginning of the year (i.e. April 01, 2020)	No of shareholders: 74 No of shares: 25,763
2	Number of shareholders who approached listed entity for transfer of shares from IEPF Account during the year	01
3	Number of shareholders to whom shares were transferred from IEPF Account during the year	Nil
4	Aggregate number of shareholders and the outstanding shares in the IEPF Account lying at the end of the year (i.e. March 31, 2021)	No of shareholders: 76 No of shares: 27,763
5	Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Voting Rights frozen

15. The Company has neither issued any debt instrument & nor taken any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. However, the Company has obtained "BBB+/Stable" for the banking facilities of the Company from CRISIL for its loans from the Banks/Financial Institutions.

16. Address for correspondence

- A Transfer/ dematerialization of shares and any other queries relating to Shares : **M/s MAS Services Limited**
(Unit: The Hi-Tech Gears Limited)
T-34, 2nd Floor, Okhla Industrial Area, Phase -II, New Delhi - 110020.
Ph. : 011 - 26387281, 82, 83
Fax : 011 - 26387384
Web site: www.masserv.com
Email: info@masserv.com
sm@masserv.com
- B Queries related to Payment of dividend on Shares, Annual Report and others : Mr. Naveen Jain
Company Secretary & Compliance Officer
14th Floor, Tower-B, Unitech's Millennium Plaza, Sushant Lok-1, Sector - 27, Gurgaon-122002, Haryana
Tel No: (0124) - 4715100
Email : secretarial@thehitechgears.com

17. Code of conduct for the Board Members and Senior Management Personnel

The Board of Directors has approved a Code of Conduct for Board Members and Senior Management Personnel of the Company. This code is also available on the website of the Company, www.thehitechgears.com. In terms of revised Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a confirmation from the Managing Director and CEO regarding compliance with the Code of Conduct by all the Directors and Senior Management is given along with this report.

18. CEO/CFO Certification

In terms of Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification by the CEO and CFO on the financial statements and internal controls relating to financial reporting has been obtained, and placed before the Board, in their meeting held on June 29, 2021. A copy of the same certificate is given along with this report.

19. Compliance Certificate

The company has obtained the compliance certificate from Practicing Company Secretary with regard to the compliances of the provisions relating corporate governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulation, 2015, as amended from time to time. This certificate is annexed to this Report.

20. Insider Trading Code

The Company has formulated a code of conduct for prevention of Insider Trading pursuant to SEBI' (Prohibition of Insider Trading) Regulations, 2015 to prevent practices of Insider trading. Mr. Naveen Jain, Company Secretary has been designated as Compliance Officer for this purpose. Employees of the Company have affirmed compliances with the Insider Trading Code.

21. Legal Compliance

There were no cases of non-compliance by the Company and no material penalties or structures have been imposed on or proposed against the Company by the stock exchange (s) and/or SEBI and/or any other statutory authorities on matters relating to capital market. The Company has complied with the provisions of relevant Acts, Rules & Regulations framed there under during the F.Y. 2020-21.

XII. Other Disclosures:

- A. The Related Party Transaction Policy duly approved by the Board of Directors has been placed on the Company's website at www.thehitechgears.com. There were no transactions of a material nature during the F.Y. 2020-21 with the Promoters, the Directors or the Management or relatives that may have any potential conflict with the interest of the Company at large. Transactions with related parties as per the requirements of Ind AS 24 are disclosed in Note 36 of the Standalone Financial Statements and note 37 of the Consolidated Financial Statements forming part of the Financial Statements.
- B. There has neither been any non-compliance of any legal provision of applicable laws, nor any penalty or stricture imposed by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other authorities, on any matters related to capital markets, during the last three years.
- C. As per the requirement of the Companies Act, 2013 and SEBI Listing Regulations as amended from time to time, the Company has established vigil mechanism to enable directors and employees to report concerns about unethical behaviours, actual or suspected fraud or violation of the Company's code of conduct or ethical policy. The whistle blowers may lodge their complaints/concern with the Chairman of the Audit Committee, whose contact details are provided in the Whistle Blower Policy of the Company. The policy offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings. The Whistle Blower Policy is also available on the website at www.thehitechgears.com. Further it is affirmed that no personnel has been denied access to the Audit Committee.
- D. The Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed under the SEBI Listing Regulations, as amended from time to time, to the extent applicable on the Company. The certificate regarding compliance with the conditions of Corporate Governance received from Practicing Company Secretary is also annexed to this Report.
- E. The Company has Nine Subsidiaries and out of them "2545887 Ontario Inc.", "The Hi-Tech Gears Canada Inc." (Formerly known as Teutech Industries Inc) and "Teutech Holding Co." are considered as Material Subsidiaries of the Company in terms of the provisions of SEBI Listing Regulations, as amended from time to time. For further details refer to Form AOC-1 and consolidated Financial Statements. The company has framed the policy for determining "Material Subsidiaries" in order to align with the provisions of the SEBI Listing

Regulations and other applicable Laws. The said policy as amended from time to time has been placed on the website of the Company at www.thehitechgears.com.

- F. The Company hedges foreign currency receipts through forwards to the extent prudent and is in line with internal policy. The company has fixed LIBOR component in total interest rate agreed for the external commercial borrowings to mitigate the risk of fluctuation. During the financial year ended March 31, 2021, the Company did not engage in commodity hedging activities."
- G. During the year under review, the company has not raised any fund through preferential allotment or qualified institutions placements as specified under regulation 32(7A) of SEBI (LODR) Regulation, 2015.
- H. **Certification from Practicing Company Secretary**
In accordance with the amended provisions of the SEBI Listing Regulations, the Company has received a certificate from M/s Grover Ahuja & Associates, Practicing Company Secretaries to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.
I. M/s O.P. Dadu, Chartered Accountants are the Statutory Auditors of the company. The details of all remuneration including fees etc. paid during the financial year 2020-21 by the company and its subsidiaries, on consolidated basis to such auditor including all entities in the network firm/ entity of which such auditor is a part, are given below:

S. No.	Particulars	Amount (In Rupees Mn)
1	Audit Fees	1.70
2	Reimbursement of expenses	0.04
3	Certification fees	-
4	Other Services	0.30
	Total	2.04

- J. As per the requirement of the Companies Act, 2013 and SEBI Listing Regulations as amended from time to time, the disclosure as required under provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is duly provided in the Directors' Report of the Company. In view of this, the company has implemented policy as "**Policy on Prevention and Redressal of Sexual Harassment of Women at Workplace**" which is available at the official website of the company i.e. www.thehitechgears.com. Pursuant to the amended SEBI Listing Regulations, details of complaints received, disposed-of and pending in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given below:
 - Number of complaints filed during the financial year: NIL
 - Number of complaints disposed of during the financial year: NIL
 - Number of complaints pending as on end of the financial year: NIL
- K. During the year under review, the company has duly complied with all the requirements related to the Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation") as amended from time to time.

XIII During the year under review, the following Discretionary Requirements as specified in Part E of Schedule II of SEBI Listing regulation, as amended from time to time has been adopted by the company.

- Compliance status with **Discretionary Requirements** is given below:
- (i) During the year under review, the company has received only unmodified audit opinion from statutory auditors of the company.
 - (ii) The Internal Auditors directly report to the Audit Committee.

**By Order of the Board
For The Hi -Tech Gears Limited**

**Place: Gurugram
Dated: August 09, 2021**

**Deep Kapuria
Chairman**



CERTIFICATION BY CEO AND CFO

The Board of Directors
 The Hi-Tech Gears Limited
 Plot No. 24,25,26, Sector-7, IMT Manesar
 Gurgaon-122050
 Haryana

Ref: Certification by CEO and CFO for Financial Year 2020-21

- a. We, the undersigned in our respective capacities, certify to the Board that we have reviewed the financial statements and the cash flow statement for the financial year 2020-21 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit committee, wherever applicable, the following:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For The Hi-Tech Gears Limited

Vijay Mathur
 Chief Financial Officer

Pranav Kapuria
 Chief Executive Officer

Place: Gurugram
Date: June 29, 2021

Place: Canada
Date: June 29, 2021

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
 The Members of
 The Hi-Tech Gears Limited

We have examined the compliance of the conditions of Corporate Governance by The Hi-Tech Gears Limited ('the Company') for the year ended on March 31, 2021, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, as adopted by the Company for ensuring compliance to the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2021.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Grover Ahuja & Associates
Company Secretaries

Akarshika Goel
(Partner)

COP No. 12770

UDIN: A029525C000537802

Membership No. 29525

Place: New Delhi
Date: 29.06.2021



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

The Hi-Tech Gears Limited

Plot No. 24, 25, 26, Sector-7, IMT
Manesar, Gurgaon, Haryana 122050

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. The Hi-Tech Gears Limited having CIN: L29130HR1986PLC081555 and having registered office at Plot No. 24, 25, 26, Sector-7, IMT, Manesar, Gurgaon Haryana 122050 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ended on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility for appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Grover Ahuja & Associates
Company Secretaries**

**Akarshika Goel
(Partner)**

COP No. 12770

UDIN: A029525C000537714

Membership No. 29525

Place: New Delhi

Date: 29.06.2021

Compliance with Code of Conduct for Board of Directors and Sr. Management Personnel

The Board of Directors
The Hi-Tech Gears Limited
Plot No. 24,25,26, Sector-7,
IMT Manesar, Gurgaon
Haryana-122050

I, Pranav Kapuria, Chief Executive Officer of the Company hereby certify that the Board of Directors and the Sr. Management Personnel have affirmed compliance with the code of conduct for Board of Directors and Sr. Management Personnel for the financial year 2020-21.

For The Hi-Tech Gears Limited

**Place: Canada
Date: June 29, 2021**

**Pranav Kapuria
(Chief Executive Officer)**



SHAREHOLDERS' INFORMATION

Corporate Identification Number: L29130HR1986PLC081555

PAN: AAACH0156K

Registered Office & Work

Plot No. 24-26, Sector-7, IMT Manesar

Gurugram-122050, Haryana

Tel No: (0124) – 4715200, Web site: www.thehitechgears.com

Corporate Office

14th Floor, Tower-B, Unitech's Millennium Plaza,

Sushant Lok-I, Sector – 27, Gurugram, Haryana-122002

Tel No: (0124) – 4715100, Fax No: (0124) – 2806085

Email: secretarial@thehitechgears.com

Listing

The shares of the company are listed on the following Stock Exchanges:-

Stock Exchange

(a) National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051.

(b) Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001.

Stock Code

HITECHGEAR

522073

Interim Dividend for the year 2020-21

No Interim Dividend has been declared/paid by the Board for the financial year 2020-21

35th Annual General Meeting

Date & Time

: Wednesday, the 29th Day of September, 2021 at 5:00 P.M.

Venue

: Plot No. 24-26, Sector-7, IMT Manesar, Gurugram-122050, Haryana

Book Closure Dates

September 23, 2021 to September 29, 2021

Cut-off date for e-voting

September 22, 2021

E-Voting

The voting period begins on September 26, 2021 (9:00 A.M.) and ends on September 28, 2021 (5:00 P.M.)

Final Dividend

The Board of Directors in their meeting held on June 29, 2021 recommended Final Dividend of ₹ 2.00/- (Rupee Two Only) per equity shares of ₹ 10/- (Rupees Ten only) each on the paid up Share Capital of the Company.

Dividend Payment Date

The management will organize the necessary documentations & manage the Schedule for payment of final dividend, if declared by the shareholders. Estimate period of disbursement is 3rd week of October, 2021.

Depository System

In view of the numerous advantages offered by the depository system, the members are requested to avail the facilities of dematerialization of the company's shares on either of the depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Registrar and Share Transfer Agent

M/s MAS Services Limited

(Unit: The Hi-Tech Gears Limited)

T-34, 2nd Floor, Okhla Industrial Area,

Phase –II, New Delhi – 110020

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