



THE HI-TECH GEARS LTD.

(Formerly Known as Hi-Tech Gears Ltd.)

Millennium Plaza, Tower-B, Sushant Lok-I, Sector-27, Gurgaon-122002, Haryana, (INDIA)
Tel. : +91(124) 4715100 Fax : +91(124) 2806085
E-mail : info@hitechgears.com www.hitechgears.com
CIN - L29130RJ1986PLC004536

13th July, 2016

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.

Sub: Corporate Governance Report for the quarter ended on June 30, 2016.

**Ref: NSE Code - HITECHGEAR
BSE Code - 522073**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report for the quarter ended on June 30, 2016.

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

Thanking you.

Yours faithfully,
For The Hi-Tech Gears Limited

Sutal Khatri

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



Encl: as above.

C.c. to: The Manager,
Listing Department,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai-400001.

Regd. Office & Works I : A-589, Industrial Complex, Bhiwadi Rajasthan - 301 019 (INDIA)
Tel. : +91(01493) 641227-28, 665000, 665050
Works-II : Plot No. 24, 25, 26 Sector-7, IMT Manesar, Gurgaon, Haryana (INDIA)
Tel. : +91 (124) 4715200 Fax : +91 (124) 4368025 E-mail : info@imt.factory.hitechgears.com
Works-III : Plot No. SP-146A, Industrial Complex, Bhiwadi, Rajasthan-301019 (INDIA)
H. O. : C - 41/B, Rear Side Basement, Kalkaji, New Delhi-110 019 (INDIA)

Format to be submitted by listed entity on quarterly basis

1	Name of Listed Entity	The Hi-Tech Gears Limited						
2	Quarter ending	30.06.2016						
I. Composition of Board of Directors								
Title (Mr./ Ms)	Name of the Director	PAN ¹ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ²	Date of Appointment in the current term/cessation	Tenure ³	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-0006185 PAN-ADDPK054DP	Chairman- Executive	01.01.2012	-	Two	Nil	Nil
Mr.	Anil Kumar Khanna	DIN-00207839 PAN-AAEPK1931G	Independent- Non-Executive	18.09.2014	5 Years	Three	Three	One
Mr.	Sandeep Dinodia	DIN-0005395 PAN-AAHPD2138F	Independent- Non-Executive	18.09.2014	5 Years	Three	Five	Four
Mr.	Pranav Kapuria	DIN-0006195 PAN-AERPK7674K	Executive	01.08.2015	-	One	Nil	Nil
Mr.	Anuj Kapuria	DIN-0006366 PAN-AHGPK7409L	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	10.08.2011	-	Three	Four	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.	Malini 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	Three	One

¹ PAN number of any director would not be displayed on the website of Stock Exchange

² 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

³ 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

II. Composition of Committees

S. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ¹
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

¹ 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	12.02.2016	26.05.2016	103

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 ¹
Audit Committee	26.05.2016	Yes	12.02.2016	103
		Yes	05.01.2016	
Nomination & Remuneration Committee	24.05.2016	Yes	-	
Stakeholders Relationship Committee	-	-	-	

¹ 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

