



THE HI-TECH GEARS LTD.

(Formerly Known as Hi-Tech Gears Ltd.)

Millennium Plaza, Tower-B, Sushant Lok-1, 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 October, 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.

The Manager,
Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001,

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

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

Thanking you.

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

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



Encl: as above.

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		30.09.2016				
I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [¶]	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	01.01.2012	-	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-00005395 PAN-AAHPD2138F	Independent- Non-Executive	18.09.2014	5 Years	Three	Six	Four
Mr.	Pranav Kapuria	DIN-00006195 PAN-AERP7674K	Executive #	01.08.2015	-	One	Nil	Nil
Mr.	Anuj Kapuria	DIN-00006366 PAN-AHGP7409L	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-AAJP18792R	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.	Malini Sud	DIN-01297943 PAN-AAQP59829M	Independent- Non-Executive %	12.02.2015	5 Years	Two	One	Nil
Mr.	Bidadi Anjanil Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive	23.09.2016	-	Two	Three	One

[§] 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

% Current Tenure commence from such date, though Director was confirmed later at the AGM

II. Composition of Committees

S. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [¶]
1	Audit Committee	Mr. Sandeep Dinodia	Independent- Non-Executive- Chairperson
		Mr. Anil Kumar Khanna	Independent- Non-Executive
		Mr. Anuj Kapuria	Executive
		Mr. Krishna Chandra Verma	Independent- Non-Executive
2	Nomination & Remuneration Committee	Mr. Vinit Taneja	Independent- Non-Executive- Chairperson
		Mr. Sandeep Dinodia	Independent- Non-Executive
		Mr. Anil Kumar Khanna	Independent- Non-Executive
		Mr. Sandeep Dinodia	Independent- Non-Executive
3	Stakeholders Relationship Committee	Mr. Anil Kumar Khanna	Independent- Non-Executive- Chairperson
		Mr. Sandeep Dinodia	Independent- Non-Executive
		Mr. Vinit Taneja	Independent- Non-Executive
		Mr. Vinit Taneja	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	Maximum gap between any two consecutive (in number of days)
1	26.05.2016	11.08.2016	76

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	11.08.2016	Yes	26.05.2016	76
Nomination & Remuneration Committee	10.08.2016	Yes	24.05.2016	77
Stakeholders Relationship Committee	-	-	-	-

* 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.

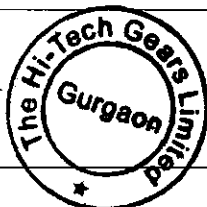
VI. Affirmations

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



ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For The Hi-Tech Gears Limited</p> <p><i>S.K. Khatri</i></p> <p>S.K. Khatri Company Secretary</p> <p>Membership No.- F5459</p> 