



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

12th January, 2017

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 December 31, 2016.

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

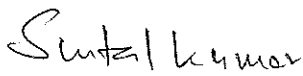
Dear Sir/Ma'am,

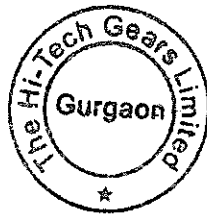
Pursuant to the provisions of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report for the quarter ended on December 31, 2016.

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

Thanking you.

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


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									Annexure I
1	Name of Listed Entity	The Hi-Tech Gears Limited							
2	Quarter ending	31.12.2016							
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-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-AAIPJ8792R	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-AAQPS9829M	Independent- Non-Executive %	12.02.2015	5 Years	Two	One	Nil	
Mr.	Bidadi Anjali Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive	23.09.2016	-	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									
# 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) ⁴					
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					
⁴ 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	11.08.2016	28.10.2016			77				
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 ⁵			
Audit Committee	28.10.2016		Yes	11.08.2016		77			
Nomination & Remuneration Committee	28.10.2016		Yes	10.08.2016		78			
Stakeholders Relationship Committee			-						
⁵ 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/NA.. 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									
									