



# 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  
Email : info@hitechgears.com www.hitechgears.com  
CIN - L29130RJ1986PLC004536

**12th April, 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 and year ended on March 31, 2017.**

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

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report for the quarter and year ended on March 31, 2017.

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

Thanking you.

Yours faithfully,  
For The Hi-Tech Gears Limited

*S.K. Khatri*  
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	31.03.2017							
<b>I. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	PAN <sup>1</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>2</sup>	Date of Appointment in the current term /cessation	Tenure <sup>3</sup>	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 #	01.01.2017	-	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-00006355 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-AAJP8792R	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-AAFPD6925K	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	
<sup>1</sup> PAN number of any director would not be displayed on the website of Stock Exchange									
<sup>2</sup> 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									
<sup>3</sup> 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									
<b>II. Composition of Committees</b>									
S. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>2</sup>						
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						
<sup>2</sup> 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									
<b>III. Meeting of Board of Directors</b>									
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)						
	28.10.2016	20.01.2017 10.02.2017	83						
<b>IV. Meeting of Committees</b>									
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 <sup>2</sup>					
Audit Committee	20.01.2017 10.02.2017	Yes Yes	28.10.2016	83					
Nomination & Remuneration Committee	-	-	-	-					
Stakeholders Relationship Committee	-	-	-	-					
<sup>2</sup> This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional									
<b>V. Related Party Transactions</b>									
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							
<b>Note</b>									
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.								
<b>VI. Affirmations</b>									
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									



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA) <sup>1</sup> refer note below
Item	
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	Yes

II Annual Affirmations	Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>1</sup> refer note below
	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
	Board composition	17(1)	Yes
	Meeting of Board of directors	17(2)	Yes
	Review of Compliance Reports	17(3)	Yes
	Plans for orderly succession for appointments	17(4)	Yes
	Code of Conduct	17(5)	Yes
	Fees/compensation	17(6)	Yes
	Minimum Information	17(7)	Yes
	Compliance Certificate	17(8)	Yes
	Risk Assessment & Management	17(9)	Yes
	Performance Evaluation of Independent Directors	17(10)	Yes
	Composition of Audit Committee	18(1)	Yes
	Meeting of Audit Committee	18(2)	Yes
	Composition of nomination & remuneration committee	19(1) & (2)	Yes
	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
	Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
	Vigil Mechanism	22	Yes
	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
	Approval for material related party transactions	23(4)	Yes
	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
	Other Corporate Governance requirements with respect to subsidiary of listed entity #	24(2),(3),(4),(5) & (6)	Yes
	Maximum Directorship & Tenure	25(1) & (2)	Yes
	Meeting of independent directors	25(3) & (4)	Yes
	Familiarization of independent directors	25(7)	Yes
	Memberships in Committees	26(1)	Yes
	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

# The compliance related to recently acquired/incorporated subsidiary company in Canada are falling due in the ensuing meeting of Board of Directors

**III Affirmations:**

Company has framed Material Subsidiary Policy, however, the compliance related to recently acquired/incorporated subsidiary company in Canada are falling due in the ensuing meeting of Board of Directors.

for The Hi-Tech Gears Limited

S.K. Khatri

(Company Secretary)

Membership No.- F5459

