



THE HI-TECH GEARS LTD.

(Formerly Hi-Tech Gears Ltd.)
CIN - L29130RJ1986PLC004536

Corporate Office : Millennium Plaza, Tower-B, Sushant Lok-1, Sector-27, Gurugram -122002,
Haryana, INDIA Tel. : +91(124) 4715100

October 12th, 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,
Symbol: HITECHGEAR

The Manager,
Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001,
Scrp Code: 522073

Sub: Corporate Governance Report for the quarter and half year ended on September 30th, 2017.

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 half year ended on September 30th, 2017.

You are requested to take the same 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.

www.hitechgears.com

Head Office : C-41/B, Kalkaji, New Delhi-110019 INDIA

Regd. Office & Works I : A-589, Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel. : +91(1493) 665000

Works-II : Plot No. 24 - 26 Sector-7, IMT Manesar - 122 050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200

works-III : Plot No. SP-146A, Industrial Complex, Bhiwadi - 301019 Rajasthan INDIA

Subsidiaries : Teutech Industries Inc. 361, Speedvale Ave W. Guelph, ON N1H 1C7, CANADA

Teutech LLC. 227, Barton St. Emporium. PA 15834, USA

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		30.09.2017				
I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶	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 #	01.01.2017	-	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-00006366 PAN-AHGPK7409L	Executive #	15.05.2015	-	One	One	Nil
Mr.	Vinit Taneja	DIN-02547727 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 Anjan Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive	03.11.2015	-	Two	Three	One

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

⁶ 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

II. Composition of Committees			
S. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶
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	Nomlnation & 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

⁶ 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)
	29.05.2017	04.08.2017 06.09.2017	66 32

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	06.09.2017	Yes	29.05.2017	99
Nomination & Remuneration Committee				
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> 		