



HI-TECH GEARS LTD.

Millennium Plaza, Tower-B, Sushant Lok-1, Gurgaon-122002, Haryana, (INDIA)
Tel. : +91(124) 4715100 Fax : +91(124) 2806085-86
E-mail : info@hitechgears.com www.hitechgears.com

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.

15th July, 2015

Sub: Corporate Governance Report for the quarter ended on June 30, 2015.

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

Dear Sir/Ma'am,

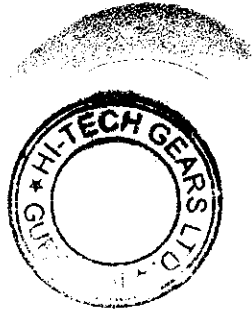
Pursuant to the provisions of Clause 49 of the Listing Agreement, please find enclosed herewith the Corporate Governance Report for the quarter ended on June 30, 2015

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

Thanking you.

Yours faithfully,
For Hi-Tech Gears Limited

**S.K. Khatri
(Company Secretary)**



Membership No. - F5459

**Address: Millennium Plaza, Tower-B, Sushant Lok-I,
Sector-27, Gurgaon-122002, Haryana.**

Encl: as above.

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

CIN - L29130RJ1986PLC004536

Regd. Office & Works I : A-589, Industrial Complex, Bhiwadi Rajasthan - 301 019 (INDIA)
Tel. : +91(01493) 641227-28, 641237-38

Works-II : Plot No. 24, 25, 26 Sector-7, IMT Manesar, Gurgaon, Haryana (INDIA)
Tel.: +91 (124) 4715200 Fax : +91(0124) 4368025 E-mail : info@imt.factory.hitechgears.com
H. O. : OSHU HOUSE, 344/3, Lado Sarai, New Delhi-110 030 (INDIA)

Quarterly Compliance Report on Corporate Governance under clause 49 of the Listing Agreement

Name of the Company: Hi-Tech Gears Limited
 NSE Code: HITECHGEAR
 BSE Code: 522073
 Quarter Ending on: 30th June, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Have been complied with
(B) Independent Directors	49 (IIB)	Yes	Have been complied with
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Have been complied with
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Have been complied with
(E) Code of Conduct	49 (IIE)	Yes	Have been complied with
(F) Whistle Blower Policy	49 (IIF)	Yes	Have been complied with
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Have been complied with
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Have been complied with
(C) Powers of Audit Committee	49 (IIIC)	Yes	Have been complied with
(D) Role of Audit Committee	49 (IIID)	Yes	Have been complied with
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Have been complied with
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Have been complied with
V. Subsidiary Companies	49 (V)	Not Applicable	Not Applicable
VI. Risk Management	49 (VI)	Not Applicable	Not Applicable
VII. Related Party Transactions	49 (VII)	Yes	Have been complied with
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Have been complied with
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Have been complied with
(C) Remuneration of Directors	49 (VIII C)	Yes	Have been complied with
(D) Management	49 (VIII D)	Yes	Have been complied with
(E) Shareholders	49 (VIII E)	Yes	Have been complied with
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Not Applicable	Not Applicable
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied at the time of next Annual Report/AGM
X. Report on Corporate Governance	49 (X)	Yes	Will be complied at the time of next Annual Report/AGM
XI. Compliance	49 (XI)	Yes	Will be complied at the time of next Annual Report/AGM

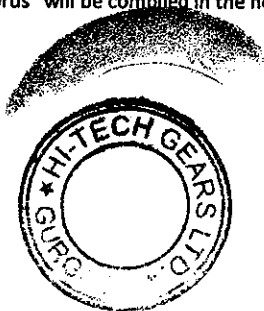
Note

- The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
- In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For Hi-Tech Gears Limited

S.K. Khatri

S.K. Khatri
(Company Secretary)



Membership No. - F5459

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Sector-27, Gurgaon-122002, Haryana.