



# 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

Date: 13.10.2015

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.

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

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

Dear Sir/Madam,

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

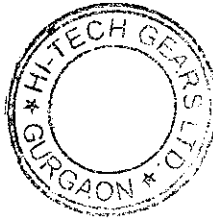
You are requested to take the above on record and oblige.

Thanking you,

Your faithfully,  
For Hi-Tech Gears Limited

*Santosh Kumar*

S.K.Khatri  
Company Secretary



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 September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	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
<b>III. Audit Committee</b>	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
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Have been complied with
<b>V. Subsidiary Companies</b>	49 (V)	Not Applicable	Not Applicable
<b>VI. Risk Management</b>	49 (VI)	Not Applicable	Not Applicable
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Have been complied with
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	Have been complied with (Note 4)
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Have been complied with
(C) Remuneration of Directors	49 (VIIIC)	Yes	Have been complied with
(D) Management	49 (VIID)	Yes	Have been complied with
(E) Shareholders	49 (VIIIE)	Yes	Have been complied with
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIIF)	Not Applicable	Not Applicable
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Have been complied with for the F.Y 2014-15 (Note 5)
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Have been complied with for the F.Y 2014-15 (Note 5)
<b>XI. Compliance</b>	49 (XI)	Yes	Have been complied with for the F.Y 2014-15 (Note 5)

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.
- The Company has transactions with two parties i.e. The HI-Tech Engineering Systems Pvt. Ltd & Vulcan Electro Controls Limited, which may be regarded as Related Party Transactions. The Company has obtained necessary approvals for sale/purchase/services etc. in this regard.
- Such events occurred during the quarter ended 30th September, 2015, as the necessary compliances were duly complied with respect to 29th Annual General Meeting on 29th September, 2015.

For HI-Tech Gears Limited

*Smital Kumar*

S.K. Khatri  
 (Company Secretary)

