



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 E-mail : info@hitechgears.com www.hitechgears.com
CIN - L29130RJ1986PLC004536

14th January, 2016

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 December 31, 2015.

**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, 2015.

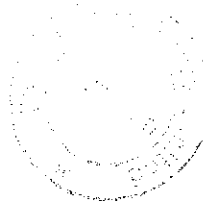
You are requested to take the above on record and oblige.

Thanking you.

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

S.K. Khatri

S.K. Khatri
(Company Secretary)
Membership No. - F5459



Encl: as above.

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

Format to be submitted by listed entity on quarterly basis

1	Name of Listed Entity	The Hi-Tech Gears Limited						
2	Quarter ending	31.12.2015						
I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	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	01.01.2012	-	Two	Nil	Nil
Mr.	Anil Kumar Khanna	DIN-00207839 PAN-AAEPK1931G	Independent- Non-Executive	18.09.2014	1 year 3 months	Three	Two	One
Mr.	Sandeep Dinodia	DIN-00005395 PAN-AAHPD2138F	Independent- Non-Executive	18.09.2014	1 year 3 months	Three	One	Two
Mr.	Pranav Kapuria	DIN-00006195 PAN-AERPK7674K	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-02647727 PAN-AAAPT0317M	Independent- Non-Executive	18.09.2014	1 year 3 months	One	One	Nil
Mr.	Ramesh Chandra Jain	DIN-00038529 PAN-AAJP8792R	Non - Executive	10.08.2011	-	Three	Two	Nil
Mr.	Krishna Chandra Verma	DIN-03636488 PAN-ACIPV4903H	Independent- Non-Executive	18.09.2014	1 year 3 months	One	Nil	Nil
Mr.	Prosad Dasgupta	DIN-00243254 PAN-AAFPD6926K	Independent/ Non-Executive	18.09.2014	1 year 3 months	One	Nil	Nil
Ms.	Malini Sud	DIN-01297943 PAN-AAQPS9829M	Independent- Non-Executive	12.02.2015	10 months	Two	Nil	Nil
Mr.	Bidadl Anjani Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive	03.11.2015	-	Two	Nil	One
Mr.	Puthenvittil Chandapillal Mathew	DIN-02527048 PAN-AAJPM4927H	Independent- Non-Executive	** 18.09.2014-03.11.2015	-	One	Nil	Nil
\$ PAN number of any director would not be displayed on the website of Stock Exchange & 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 are considered. ** Resigned during the Quarter Oct.-Dec., 2015.								
II. Composition of Committees								
S. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &					
1	Audit Committee	Mr. Sandeep Dinodia	Independent- Non-Executive- Chairperson					
		Mr. Anil Kumar Khanna	Independent- Non-Executive					
		Mr. Anuj Kapuria	Executive					
2	Nomination & Remuneration Committee	Mr. Vinit Taneja	Independent- Non-Executive- Chairperson					
		Mr. Sandeep Dinodia	Independent- Non-Executive					
		Mr. Anil Kumar Khanna	Independent- Non-Executive					
3	Stakeholders Relationship Committee	Mr. Anil Kumar Khanna	Independent- Non-Executive- Chairperson					
		Mr. Sandeep Dinodia	Independent- Non-Executive					
		Mr. Vinit Taneja	Independent- Non-Executive					
& 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	11.08.2015	03.11.2015	84					



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	3.11.2015	Yes	31.07.2015	95 Days			
Nomination & Remuneration Committee	3.11.2015	Yes					
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) refer note below					
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. There is no comment/observation in this report.						
<p>for The HI-Tech Gears Limited</p> <p><i>S.K. Khatri</i> S.K. Khatri (Company Secretary) Membership No.- F5459</p> 