

(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

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

(Company Secretary)

Membership No. - F5459

Encl: as above.

H. O.: C-41/B, Rear Side Basement, Kalkaji, New Delhi-110 019 (INDIA)

		The Hi-Tech Gears Limite	Format to be submitted by listed		y basis				
	Quarter ending of Board of Directors Name of the Director		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 Committeels) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Auc Stakeholder Committee held in Isted entities including this lister entity (Refer Regulation 26(1) of Listing Regulations) ***	
r.	Deep Kapuria	DIN-00006185 PAN-ADDPK0540P	Chairman- Executive #	01.01.2017		Two	Nil	NII	
г.	Anil Kumar Khanna	DIN-00207839	Independent-	18.09.2014	5 Years	Three	Three	One	
г,	Sandeep Dinodia	PAN-AAEPK1931G DIN-00005395	Non-Executive Independent-	18.09.2014	5 Years	Three	Six	Four	
 	Pranav Kapuria	PAN-AAHPDZ138F DIN-00006195	Non-Executive Executive #	01.08.2015	-	One	NII	Nil	
·	Anul Kapuria	PAN-AERPK7674K DIN-00006365	Executive #	15.05.2015		One	One	Nil	
		PAN-AHGPK7409L			ļ <u>.</u>			Nil	
	Vinit Taneja	DIN-02647727 PAN-AAAPT0317M	Independent- Non-Executive	18.09.2014	5 Years	One	One		
	Ramesh Chandra Jain	DIN-00038529 PAN-AAJPJ8792R	Non - Executive	18.09.2014		Two	Three	Nil	
г.	Krishna Chandra Verma	DIN-03636488	Independent-	18.09.2014	5 Years	One	One	Nil	
r.	Prosad Dasgupta	PAN-ACIPV4903H DIN-00243254	Non-Executive Independent- Non-Executive	18,09,2014	5 Years	One	NII	Nil	
i.	Malini Sud	PAN-AAFPD6926K DIN-01297943	Independent- Non-Executive %	12.02.2015	5 Years	Two	One	Nil	
		PAN-AAQPS9829M						One	
•	Bidadi Anjani Kumar	DIN-00022417 PAN-AAYPK8492Q	Non-Executive%	03.11.2015	-	Two	Three	One	
	of any director would not be		of Stock Exchange /Nominee, if a director fits into more than one of						
Only Listed Ali Public i urrent term	Entitles considered. Companies Considered a counted from date of appoint commence from such date of appoint commence from such date.	intment as Executive Dire		Wing on Board or alle	etors of the listed t	ritis in continuity with	tott any cooling are period		
	on of Committees		Name of Committee members		[a	/P		lominani ^{&}	
lo,	Name of Committee					Category [Chairperson/Executive/Non-Executive/Independent/Nominee] *			
	Audit Committee		Mr. Sandeep Dinodia Mr. Anil Kumar Khanna			Executive- Chairperson			
			Mr. Anuj Kapuria Mr. Krishna Chandra Verma		Executive Independent- Non	Evacutive			
	Nomination & Remunerat	ion Committee	Mr. Vinit Taneja		Independent- Non	-Executive- Chairperso	vi .		
			Mr. Sandeep Dinodia Mr. Anii Kumar Khanna	Independent- Non-Executive					
	Stakeholders Relationship	Committee				t- Non-Executive- Chairperson t- Non-Executive			
			Mr. Vinit Taneja		Independent- Non	-Executive			
Meeting of	Board of Directors		/Nominee. If a director fits into more than one of			them with hyphen he relevant guarter	Maximum gap betwee	n nov two consecu	
No.	parets) or meering in any	Date(s) of Meeting (if any) in the previous quarter			20.01.2017		(in number of days) 83		
	4	28.10	.2016		10.022017			·	
					Date(s) of meeting	-44	Maximum gap between a	ny two consecutive	
Meeting of 6 me of the Co	ommittee	Date(s) of meeting of the	committee in the relevant quarter	Quorum met (details)	the previous quart		meetings in number of da	ys*	
ne of the Co	ommittee	Date(s) of meeting of the	20.01.2017	requirement of Quorum met (details) Yes	the previous quart			'rs*	
me of the Co	ommittee	Date(s) of meeting of the		requirement of Quorum met (details)	the previous quart	nr	meetings in number of da	h.	
me of the Co dit Committe mination & R	ommittee	Date(s) of meeting of the	20.01.2017	requirement of Quorum met (details) Yes	the previous quart	nr	meetings in number of da	h.	
ne of the Co lit Committe nination & R keholders Re	namittee Remuneration Committee		20.01.2017	requirement of Quorum met (details) Yes Yes	the previous quart	10.2016 -	meetings in number of da	h.	
it Committe nination & P keholders Re his informati	namittee Remuneration Committee		20.03.2017 10.02.2017 rest of the committees giving this information is opt	requirement of Quorum met (details) Yes Yes	the previous quart	10.2016	meetings in number of da	3	
it Committe mination & P keholders Re his informati	ee Remuneration Committee elationship Committee ion has to be mandatorily be g? y Transactions Whether prior approval of a	ven for audit committee, for	20.01.2017 10.02.2017 rest of the committees giving this information is opt	requirement of Quorum met (details) Yes Yes	the previous quart	10.2016	meetings in number of da B Compliance status (Yes/No	3	
it Committe nination & P keholders Re his informati	see Remuneration Committee slationship Committee slon has to be mandatorily be g) y Transactions Whether prior approval of a Whether shareholder approv	Nen for sudit committee, for sudit committee obtained wal obtained for material RP	20.01.2017 10.02.2017 rest of the committees giving this information is opt	requirement of Quorum met (details) Yes Yes	the previous quart	10.2016	meetings in number of da B Compliance status (Yes/No	3	
me of the Committee mination & R keholders Re his informati	Remuneration Committee elationship Committee ion has to be mandatorily be gi y Yransactions Whather prior approval of a Whather shareholder appro Whether details of RPT ente	ven for audit committee, for udit committee obtained val obtained for material RP red into pursuant to omnibs. Status', compliance or non-	20.01.2017 10.02.2017 rest of the committees giving this information is opt Subject s approval have been reviewed by Audit Committee ompliance may be indicated by Yes/No/N.A., For exa	requirement of Quorum met (details) Yes Yes Yes	the previous quarter	10.2016 -	meetings in number of da 8 Sompliance status (Yes/No Yes Yes Yes	75 *	
me of the Committee mination & R keholders Re his informati	Remuneration Committee elationship Committee ion has to be mandatorily be gi y Transactions Whather prior approval of a Whather shareholder approv Whether details of RPT ente in the column "Compliance t indicated. Similarly, in case t	ven for audit committee, for udit committee obtained val obtained for material RP red into pursuant to omnibs. Status', compliance or non-	20.01.2017 10.02.2017 rest of the committees giving this information is opt Subject s approval have been reviewed by Audit Committee compliance may be indicated by Yes/No/N.A., For exect party transactions, the words "N.A." may be indicated by a compliance may be indicated by Yes/No/N.A., and the indicated by Yes/No/N.A., and Yes/No/No/No/No/No/No/No/No/No/No/No/No/No/	requirement of Quorum met (details) Yes Yes Yes	the previous quarter	10.2016 -	meetings in number of da 8 Sompliance status (Yes/No Yes Yes Yes	75 *	
me of the Co dit Committe mination & R keholders Re keholders Re his informati telated Part to.	Remuneration Committee elationship Committee ion has to be mandatorily be g2 y Trensactions Whether prior approval of a Whether shareholder approv Whether details of RPT ente in the column "Compliance s' indicated. Similarly, in case s' if status is "No" details of no	ven for sudit committee, for uudit committee obtained val obtained for material RP red into pursuant to omnibu Sietus", compilance or non- the Listee Entity has no relat on-compilance may be given f Directors is in terms of SEB	20.01.2017 10.02.2017 rest of the committees giving this information is opt Subject s approval have been reviewed by Audit Committee compliance may be indicated by Yes/No/N.A., For exect party transactions, the words "N.A." may be indicated by a compliance may be indicated by Yes/No/N.A., and the indicated by Yes/No/N.A., and Yes/No/No/No/No/No/No/No/No/No/No/No/No/No/	requirement of Quorum met (detail) Yes Yes Yes The Board has ated.	the previous quarters 28.	10.2016 -	meetings in number of da 8 Sompliance status (Yes/No Yes Yes Yes	75 *	
me of the Co dit Committe mination & R keholders Re keholders Re his informati telated Part to.	Remuneration Committee elationship Committee ion has to be mandatorily be gi y Yransactions Whather prior approval of a Whather shareholder approv Whether details of RPT ente indicated. Similarly, in case t if status is "No" details of no I the composition of Soard of The composition of the folio Audit Committee - Yes	ven for audit committee, for udit committee obtained val obtained for material RP red into pursuant to omnibs. Status', compliance or non- che Listed Entity has no relate on-compliance may be given f Directors is in terms	20.01.2017 10.02.2017 rest of the committees giving this information is opt Subject s approval have been reviewed by Audit Committee ompliance may be indicated by Yes/No/N.A., For exa ed party transactions, the words "N.A.," may be indic here. [Listing obligations and disclosure requirements] Re	requirement of Quorum met (detail) Yes Yes Yes The Board has ated.	the previous quarters 28.	10.2016 -	meetings in number of da 8 Sompliance status (Yes/No Yes Yes Yes	75 *	
me of the Co dit Committe mination & R keholders Re keholders Re his informati kelated Part do.	Remuneration Committee elationship Committee ion has to be mandatorily be gi y Yransactions Whather prior approval of a Whather shareholder approv Whether details of RPT ente in the column "Compliance included. Similarly, in case to if status is "No" details of no f to somposition of the folio Audit Committee — Yes Nomination & remunstip or Statisholdership in resultance in the remposition of the folio Audit Committee — Yes Nomination & remunstip or Statisholdership in resultances in the composition of the folio Audit Committee — Yes Nomination & remunstip or	van for audit committee, for undit committee obtained val obtained for material RP red into pursuant to omnibu. Status*, compliance or non-the Listed Entity has no relate on-compliance or some of SEB while committee is in terms or committee - Yes ministee - Yes	20.01.2017 10.02.2017 rest of the committees giving this information is option of the committee giving this information is option of the committee of the committee or approval have been reviewed by Audit Committee or approval have been reviewed by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., The words "N.A.," may be ind	requirement of Quorum met (detail) Yes Yes Yes The Board has ated.	the previous quarters 28.	10.2016 -	meetings in number of da 8 Sompliance status (Yes/No Yes Yes	75 *	
me of the Co dit Committe mination & R keholders Re keholders Re his informati telated Part to.	Remuneration Committee elationship Committee lon has to be mandatorily be g? y Transactions Whether prior approval of a Whether prior approval of a Whether details of RPT ente In the column "Compliance 5 indicated. Similarly, in case 1 if status is "No" details of no The composition of Board of The composition of the follo Audit Composition of the follo Audit Committee — versitor Stakeholders relationship co Stakeholders relationship co	ven for audit committee, for oudit committee obtained val obtained for material RP red into pursuant to omnibu Status*, compliance or non- busted Entity has no relat on-compliance may be given of Directors is in terms of SEB wing committees is in terms occummittee - Yes ministee - Yes	20.03.2017 10.02.2017 rest of the committees giving this information is opt Subject Is approval have been reviewed by Audit Committee ompliance may be indicated by Yes/No/N.A., For excel party transactions, the words "N.A." may be indicated by Yes/Educations and disclosure requirements) Re of SEBI(Listing obligations and disclosure requirements) Re	requirement of Quorum met (details) Yes Yes Yes ional mple, if the Board has ated. guiations, 2015 - Yes tas) Regulations, 2015	been composed in a	ar 10,2016	meetings in number of da 8 Sompliance status (Yes/Ne Yes Yes Yes Yes Yes Yes Yes Yes Yes Ye	75 *	
me of the Co dit Committe mination & R keholders Re keholders Re his informati telated Part to.	Remuneration Committee elationship Committee elationship Committee from has to be mandatorily be gy y Yasasactions Whether prior approval of a Whether shareholder approv Whether details of RPT ente In the column "Compilence sindicated. Similarly, in case to if status is "No" details on of the composition of stoard of The composition of stoard of The composition of stoard of Audit Committee - Yes Nomination Stakeholders relationship co Risk management committee	ven for sudit committee, for sudit committee obtained val obtained for material RP red into pursuant to omnibu- Status", compliance or non-relations in compliance may be given or committee of the sum of the work of the committee of the committe	20.01.2017 10.02.2017 rest of the committees giving this information is option of the committee giving this information is option of the committee of the committee or approval have been reviewed by Audit Committee or approval have been reviewed by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A.," may be indicated by Yes/No/N.A., The words "N.A.," may be ind	requirement of Quorum met (details) Yes Yes The Board has ated. gulations, 2015 - Yes It (Usting obligations at	the previous quarters 28.	ccordance with the requ	meetings in number of da B Compliance status (Yes/No Yes Yes Yes Yes Yes Yes See The See	75 *	
me of the Co dit Committe mination & R keholders Re keholders Re his informati telated Part to.	Remuneration Committee elationship Committee lon has to be mandatorily be gi y Transactions Whather prior approval of a Whather prior approval of a Whather shareholder appro Whether details of RPT ente In the column "Compliance is indicated. Similarly, in case i If status is "No" details of no the composition of Board of The composition of the follo Audit Committee - Yes Nomination of the follo Stakeholders relationship or Stakeholders relationship to The committee members ha The meetings of the board of	van for audit committee, for uudit committee obtained val obtained for material RP red into pursuant to omnibu Status*, compliance or non- compliance or non- be Listed Entity has no relation- compliance may be given I Directors is in terms of SEB pulng committees is in terms no committee - Yes simmittee - Yes te applicable to the top 100 we bean made aware of their of directors and the above co	20.01.2017 10.02.2017 rest of the committees giving this information is opt Subject s approval have been reviewed by Audit Committee ompliance may be indicated by Yes/No/N.A For exa de party transactions, the words "N.A." may be indicated by Yes/Signal and being the party transactions, the words "N.A." may be indicated by Yes/Signal and Designations and disclosure requirements of SEBI(Listing obligations and disclosure requirements) Re of SEBI(Listing obligations and disclosure requirements) Responsibilities as specified in SEB remittees have been conducted in the manner as speciments.	requirement of Quorum met (details) Yes Yes Yes The Board has ated. (Usting obligations at (Usting obligations at (Cified in SEB) (Us	the previous quarter 28. 29. been composed in a Yes rd disclosure require	ccordance with the requirements) Regulations, 201	meetings in number of da B Compliance status (Yes/No Yes Yes Yes Yes Yes Si-Yes Si-Yes Si-Yes Siations, 2015 Yes	75 *	
me of the Co dit Committe mination & R keholders Re his informati	Remuneration Committee elationship Committee lon has to be mandatorily be gi y Transactions Whather prior approval of a Whather prior approval of a Whather shareholder appro Whether details of RPT ente In the column "Compliance is indicated. Similarly, in case i If status is "No" details of no the composition of Board of The composition of the follo Audit Committee - Yes Nomination of the follo Stakeholders relationship or Stakeholders relationship to The committee members ha The meetings of the board of	van for audit committee, for uudit committee obtained val obtained for material RP red into pursuant to omnibu Status*, compliance or non- compliance or non- be Listed Entity has no relation- compliance may be given I Directors is in terms of SEB pulng committees is in terms no committee - Yes simmittee - Yes te applicable to the top 100 we bean made aware of their of directors and the above co	20.01.2017 10.02.2017 rest of the committees giving this information is option of the committee subject subject supproval have been reviewed by Audit Committee ompliance may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A." may be indicated by SEBI(Listing obligations and disclosure requirements) Re of SEBI(Listing obligations and disclosure requirements) and the supproving the season of t	requirement of Quorum met (details) Yes Yes Yes The Board has ated. (Usting obligations at (Usting obligations at (Cified in SEB) (Us	the previous quarter 28. 29. been composed in a Yes rd disclosure require	ccordance with the requirements) Regulations, 201	meetings in number of da B Compliance status (Yes/No Yes Yes Yes Yes Yes Si-Yes Si-Yes Si-Yes Siations, 2015 Yes	75 *	
me of the Co	Remuneration Committee elationship Committee lon has to be mandatorily be gi y Transactions Whather prior approval of a Whather prior approval of a Whather shareholder appro Whether details of RPT ente In the column "Compliance is indicated. Similarly, in case i If status is "No" details of no the composition of Board of The composition of the follo Audit Committee - Yes Nomination of the follo Stakeholders relationship or Stakeholders relationship to The committee members ha The meetings of the board of	van for audit committee, for uudit committee obtained val obtained for material RP red into pursuant to omnibu Status*, compliance or non- compliance or non- be Listed Entity has no relation- compliance may be given I Directors is in terms of SEB pulng committees is in terms no committee - Yes simmittee - Yes te applicable to the top 100 we bean made aware of their of directors and the above co	20.01.2017 10.02.2017 rest of the committees giving this information is opt Subject s approval have been reviewed by Audit Committee ompliance may be indicated by Yes/No/N.A For exa de party transactions, the words "N.A." may be indicated by Yes/Signal and being the party transactions, the words "N.A." may be indicated by Yes/Signal and Designations and disclosure requirements of SEBI(Listing obligations and disclosure requirements) Re of SEBI(Listing obligations and disclosure requirements) Responsibilities as specified in SEB remittees have been conducted in the manner as speciments.	requirement of Quorum met (details) Yes Yes Yes The Board has ated. (Usting obligations at (Usting obligations at (Cified in SEB) (Us	the previous quarter 28. 29. been composed in a Yes rd disclosure require	ccordance with the requirements) Regulations, 201	meetings in number of da B Compliance status (Yes/No Yes Yes Yes Yes Yes Si-Yes Si-Yes Si-Yes Siations, 2015 Yes	75 *	
ilt Committe mination & R keholders Re his informati telated Part to.	Remuneration Committee elationship Committee lon has to be mandatorily be gi y Yeansactions Whether prior approval of a Whather shareholder approv Whether details of RPT ente indicated. Similarly, in case t indicated. Similarly Normalized. Simi	van for audit committee, for uudit committee obtained val obtained for material RP red into pursuant to omnibu Status*, compliance or non- compliance or non- be Listed Entity has no relation- compliance may be given I Directors is in terms of SEB pulng committees is in terms no committee - Yes simmittee - Yes te applicable to the top 100 we bean made aware of their of directors and the above co	20.01.2017 10.02.2017 rest of the committees giving this information is option of the committee subject subject supproval have been reviewed by Audit Committee ompliance may be indicated by Yes/No/N.A., For exact party transactions, the words "N.A." may be indicated by SEBI(Listing obligations and disclosure requirements) Re of SEBI(Listing obligations and disclosure requirements) and the supproving the season of t	requirement of Quorum met (details) Yes Yes Yes The Board has ated. (Usting obligations at (Usting obligations at (Cified in SEB) (Us	the previous quarter 28. 29. been composed in a Yes rd disclosure require	ccordance with the requirements) Regulations, 201	meetings in number of da B Compliance status (Yes/No Yes Yes Yes Yes Yes Si-Yes Si-Yes Si-Yes Siations, 2015 Yes	75 *	

*

	45 14 14 15 15	Annexure
Format to be submitted by listed entity at the end of the financial y I. Disclosure on website in terms of Listing Regulations	ear (for the whole of financial yea	<u></u>
Item		Compliance status
		(Yes/No/NA)rater note below
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	
		Yes
Details of familiarization programmes imparted to independent directors	ng and handling investor	Yes
Contact information of the designated officials of the listed entity who are responsible for assisti grievances	ug and nanding investor	163
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
· · · · · · · · · · · · · · · · · · ·		100
II Annual Affirmations	Decider Number	Compliance status
Particulars	Regulation Number	(Yes/No/NA) ^{rafer note below}
	45(4)(1) 0 25(5)	
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.
	22	Yes
Vigil Mechanism	23(1),(5),(6),(7) & (8)	Yes
Policy for related party Transaction	23(2), (3)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions		Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity #	24(2),(3),(4),(5) & (6)	
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

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the 80ard 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.

26(4) 26(2) & 26(5) Yes

Yes

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

Policy with respect to Obligations of directors and senior management

Disclosure of Shareholding by Non-Executive Directors

- 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

(Company Secretary) Membership No.- F5459

