



NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ("AGM") of the Members of M/s. The Hi-Tech Gears Limited will be held on Saturday, September 27, 2025 at 5:00 P.M. (IST) at the registered office of the Company at Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurugram, Haryana-122050, along with the facility to attend the AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare the final dividend @ 50% i.e. ₹ 5.00/- (Rupees five Only) per equity share of ₹ 10 each for the financial year 2024-2025 as recommended by the Board of Directors.
3. To appoint a director in place of Mr. Anant Jaivant Talaulicar (DIN-00031051) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Anuj Kapuria (DIN-00006366) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Approval of remuneration of Cost Auditor for the financial year 2025-2026.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Kabra & Associates, Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2025-2026, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution, including necessary documentations and filing of necessary returns/forms to the appropriate authorities."

6. **Approval of appointment and remuneration of Secretarial Auditor.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 24A of the SEBI (LODR) Regulations, 2015, relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Audit Committee and the approval of the Board of Directors of the Companies, approval of the members of the Company be and is hereby accorded to the appoint M/s. PG & Associates, Company Secretaries (FR No. S2004UP073600), as the Secretarial Auditors of the Company, for a period of five consecutive years commencing from financial year 2025-26 to 2029-30, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds

and things as may be deemed proper and expedient to give effect to this resolution, including necessary documentations such as issuance of appointment letter, detailing the terms & conditions, duties & responsibilities, filing of necessary returns/forms to the appropriate authorities."

7. **Re-appointment & Remuneration of Mr. Deep Kapuria (DIN-00006185) as "Executive Chairman" of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **a Special Resolution**: -

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI (LODR) Regulations, 2015" and other applicable provisions of SEBI (LODR) Regulations, 2015, and subject to the other statutory approvals, if any, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Deep Kapuria (DIN-00006185) as Chairman & Whole Time Director, to be designated as "Executive Chairman" of the Company, not liable to retire by rotation, for a period of three years effective from October 01, 2025 to September 30, 2028.

RESOLVED FURTHER THAT Mr. Deep Kapuria, Executive Chairman be paid (including the remuneration in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment within the overall limits of Section 197 of the Companies Act, 2013) the following remuneration for a period of three years from October 01, 2025, to September 30, 2028 (both days Inclusive):

Salary, Allowances & Perquisites (all together) not to exceed as under:

From October 01, 2025 to September 30, 2026	Rs. 53.91 Million per annum
From October 01, 2026 to September 30, 2027	Rs. 62.00 Million per annum
From October 01, 2027 to September 30, 2028	Rs. 72.85 Million per annum

The allowances and perquisites payable shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowance for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement and leave travel concession for self and family including dependents, club fees, medical insurance and personal accident insurance; and such other perquisites and/or allowances as may be determined from time to time upto the amounts specified above. The said allowances and perquisites shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 of the Companies Act, 2013, Rules made thereunder and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to continue the employment of Mr. Deep Kapuria as Executive Chairman, since he has attained the age of 70 years.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to make a proper remuneration package consisting of various components within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient, or desirable including approval of the other authorities as may be applicable in order to give effect to this resolution."

8. **Re-appointment & Remuneration of Mr. Pranav Kapuria (DIN-00006195) as "Managing Director" of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **a Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI (LODR) Regulations, 2015” and other applicable provisions of SEBI (LODR) Regulations, 2015, and subject to the other statutory approvals, if any, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Pranav Kapuria (DIN-00006195) as “Managing Director” of the Company, liable to retire by rotation, for a period of three years effective from October 01, 2025 to September 30, 2028.

RESOLVED FURTHER THAT Mr. Pranav Kapuria, Managing Director of the Company be paid (including the remuneration in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment within the overall limits of Section 197 of the Companies Act, 2013) the following remuneration for a period of three years from October 01, 2025, to September 30, 2028 (both days Inclusive):

Salary, Allowances & Perquisites (all together) not to exceed as under:

From October 01, 2025 to September 30, 2026	Rs. 35.93 Million per annum
From October 01, 2026 to September 30, 2027	Rs. 41.32 Million per annum
From October 01, 2027 to September 30, 2028	Rs. 48.55 Million per annum

The allowances and perquisites payable shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowance for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement and leave travel concession for self and family including dependents, club fees, medical insurance and personal accident insurance; and such other perquisites and/or allowances as may be determined from time to time upto the amounts specified above. The said allowances and perquisites shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to make a proper remuneration package consisting of various components within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including approval of the other authorities as may be applicable in order to give effect to this resolution.”

9. Re-appointment & Remuneration of Mr. Anuj Kapuria (DIN-00006366) as “Executive Director” of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI (LODR) Regulations, 2015” and other applicable provision of SEBI (LODR) Regulations, 2015, and subject to the other statutory approvals, if any, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Anuj Kapuria (DIN-00006366) as Whole Time Director and Key Managerial Personnel to be designated as “Executive Director” of the Company, liable to retire by rotation, for a period of three years effective from October 01, 2025 to September 30, 2028.

RESOLVED FURTHER THAT Mr. Anuj Kapuria, Executive Director of the Company be paid (including the remuneration in the event of loss or inadequacy of profits in any financial year during the tenure

of his re-appointment within the overall limits of Section 197 of the Companies Act, 2013) the following remuneration for a period of three years from October 01, 2025, to September 30, 2028 (both days Inclusive):

Salary, Allowances & Perquisites (all together) not to exceed as under:

From October 01, 2025 to September 30, 2026	Rs. 35.93 Million per annum
From October 01, 2026 to September 30, 2027	Rs. 41.32 Million per annum
From October 01, 2027 to September 30, 2028	Rs. 48.55 Million per annum

The allowances and perquisites payable shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowance for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement and leave travel concession for self and family including dependents, club fees, medical insurance and personal accident insurance, and such other perquisites and/or allowances as may be determined from time to time upto the amounts specified above. The said allowances and perquisites shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to make a proper remuneration package consisting of various components within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including approval of the other authorities as may be applicable in order to give effect to this resolution.”

10. Appointment of Mr. Ramakrishnan Ramanathan (DIN-03394401) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) (including any statutory modification, amendment or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Ramakrishnan Ramanathan (DIN-03394401), Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years from the date of his appointment i.e., July 24, 2025 up to July 23, 2030 (both days Inclusive), not liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as laid under Section 149 of the Act and Regulation 16 of the SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of the Non-Executive Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution, including necessary documentations such as issuance of appointment letter, detailing the terms & conditions, duties & responsibilities (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities.”



11. Appointment and Remuneration of Mr. Vijay Mathur (DIN-00006455) as Whole-Time Director & Key Managerial Personnel designated as “Executive Director” of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160, 196 and 203 of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) as amended from time to time, the consent of the Shareholders be and is hereby accorded for the appointment and terms of remuneration of Mr. Vijay Mathur (DIN-00006455) as a Whole-Time Director and Key Managerial Personnel designated as “Executive Director” of the Company for a period of three (3) years, effective from July 24, 2025 to July 23, 2028 (both days Inclusive), upon the terms and conditions as recommended by the Nomination and Remuneration Committee (“NRC”) and approved by the Board of Directors (“Board”) and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of Director as Whole Time Director & Key Managerial Personnel designated as “Executive Director” of the Company, being liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vijay Mathur, Executive Director of the Company be paid (including the remuneration in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment within the overall limits of Section 197 of the Companies Act, 2013) the following remuneration for a period of three years from July 24, 2025 to July 23, 2028 (both days Inclusive):

***Salary, Allowances & Perquisites (all together) not to exceed as under:**

From July 24, 2025 to July 23, 2028	Not to exceed Rs. 30 Lakhs per annum
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*The allowances and perquisites payable shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowance for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement and leave travel concession for self and family including dependents, club fees, medical insurance and personal accident insurance; and such other perquisites and/ or allowances as may be determined from time to time upto the amounts specified above. The said allowances and perquisites shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder [including any statutory modification(s) or reenactment(s) thereof, for the time being in force].”

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 of the Companies Act, 2013, Rules made thereunder and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to continue the employment of Mr. Vijay Mathur as “Executive Director”, even after the age of 70 years during his tenure.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to make a proper remuneration package consisting of various components within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including approval of the other authorities as may be applicable in order to give effect to this resolution”

By order of the Board of Directors
The Hi-Tech Gears Limited

Sd/-

Naveen Jain

Company Secretary

Membership No: - A15237

Place: New Delhi

Date: 11/08/2025

Registered Office:

Plot No. 24,25,26, Sector-7,
IMT Manesar, Gurugram, Haryana 122050

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate certified copy of the Board resolution to the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company at Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurugram, Haryana-122050, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

- Pursuant to the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 read with other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with earlier Circulars issued by SEBI (“SEBI Circulars”), and other applicable circulars issued in this regard, have allowed the companies to conduct their AGM through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) till September 30, 2025.
Hence, those members who are unable to attend the meeting physically may attend the meetings through VC or OAVM.
- A Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- Participation of Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act along with members physically present at the AGM Venue.
- Corporate Members are requested to send the details of their authorized representatives along with a duly certified copy of the Board Resolution to attend this meeting and to vote through remote e-voting in pursuant to Section 113 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The said Resolution/Authorization shall be sent electronically by email to the Scrutinizer at its registered e-mail address nirbhaykumar77@gmail.com
- National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting and e-Voting during the Annual General Meeting for participation in the meeting through VC/OAVM.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the NSDL's e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The Board of Directors of the Company has recommended to the shareholders a final dividend @50% i.e. ₹ 5 (Rupees five Only) per equity share. If final dividend on shares is approved at the ensuing AGM, payment of such dividend will be made to those members, whose names appear in the Register of Members on September 19, 2025. In respect of the shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on the closing hours of business on September 19, 2025, as per the details furnished by the depositories.
8. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer books of the Company shall remain closed from September 20, 2025, to September 27, 2025 (both days inclusive) for the purpose of payment of final dividend, if approved by the shareholders.
9. The Secretarial Auditor has issued Certificate that the ESOP Scheme is being implemented in accordance with Regulation 13 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and in accordance with the Resolution of the Shareholders of the Company and Nomination & Remuneration Committee of the Board of Directors.
10. Pursuant to Finance Act, 2020, Dividend income will be taxable in the hands of the shareholder w.e.f. 1st April 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to members at prescribed rates in the Income Tax Act, 1961 "IT Act". In general, to enable compliance with TDS requirements members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their Depository Participant or in case shares are held in physical form, with the Company. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received does not exceeds Rs. 10,000/- (Rupees Ten Thousand Only). The Company has also sent an email to all the shareholders at their registered email Ids in this regard. Members are requested to write to the RTA at investor@masserv.com for any queries/ questions in this regard.
11. The relevant details under Regulation 36(3) of SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

The Securities and Exchange Board of India ('SEBI') vide its circular no., SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, Master Circular No./ SEBI/HO/MIRSD/POD 1/P/CIR/2024/37 dated 7/ May./ 2024, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, contact detail, KYC (complete address with pin-code), bank detail with MICR-Code & IFSC no., Email-ID, Mobile Number), Nomination details and specimen signature to the Registrar and Transfer Agent ('RTA') of the Company effective from January 01, 2022. Registrar will not process, any service requests or complaints received from the shareholder until unless above-

mentioned Pan, KYC detail and nomination details are completed by shareholder. Further, The SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA 'In Person Verification' (IPV) or Post or electronic mode with e-sign; unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No. SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature (using ISR-2).
- vi. Any cancellation or change in nomination shall be provided in Form No. SH-14.

All of above required documents/details are to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e. www.masserv.com.

12. In terms of Regulation 40(1) of SEBI (LODR) Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities.

Further, SEBI, in continuation of its efforts to enhance ease of dealing in securities market by investors, vide its circular SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed entities to issue securities for the following requests in dematerialized form: -

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal/ Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division/Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios.
- vii. Transmission; and
- viii. Transposition.


In view of above, the Members holding shares in physical form are requested to consider the same and convert their holding into dematerialized form to eliminate all risk associated with the physical shares. Members can contact the Company or RTA for any further assistance in this regard. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. Pursuant to the provision of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer of the amount to unpaid dividend account would be eligible for transfer to the "Investor Education and Protection Fund (IEPF)" constituted by the Central Government and thereafter, the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund from the Company.



14. During the financial year 2024-25, the Company has transferred the unpaid or unclaimed dividends declared for the financial years FY 2017-18 (Interim Dividend) to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Subsequently, all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more are also transferred to IEPF Authority.
15. Adhering to various requirements set out in the IEPF Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such members whose shares are transferred to IEPF Account on its website at www.thehitechgears.com.
16. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participants for availing this facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
17. As per the provision of Section 89 read with Section 90 of the Companies Act, 2013, every person who is holding a beneficial interest in the shares of the Company shall submit his/her declaration to the Company in the prescribed form and thereafter the Company shall intimate to the Registrar in the prescribed form along with such declaration.
- For the purpose of the above provisions every person means an individual who holds, directly or indirectly, beneficial interest of not less than 10% in the shares of the Company. Therefore, every member of the Company is requested to provide the declaration(s) regarding their beneficial interest, if any in the shares of the Company under the said provision of Act. The shareholders are further advised to refer Companies (Significant Beneficial Owners) Amendment Rules, 2019 before making declaration in respect of Beneficial Owner and Significant Beneficial Owner.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
19. Dispatch of Annual Report Through Electronic Mode: In Compliance with the MCA Circulars dated May 12, 2020, January 15, 2021, and SEBI Circular May 13, 2022, January 5, 2023, October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, notice of AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository. Members may note that the notice of AGM and Annual Report 2024-25 will also be available on the Company's website at <https://www.thehitechgears.com/investors.php>, website of the Stock Exchanges where the shares of the company are listed i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.
20. The shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting details could not be serviced, for receiving all communications (including Annual Report) members may send a signed request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id investor@masserv.com or secretarial@thehitechgears.com for obtaining the Annual Report and Notice of AGM of the Company.
21. The physical copies of the documents will also be available at the Company's Registered Office for inspection during 09:00 A.M. to 5:00 P.M. on any working day except Sundays up to the date of the AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@thehitechgears.com.
22. The SEBI (LODR) Regulations, 2015 have mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/investors for making payment of dividends in electronic mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective Depository Participants for the shares held in dematerialized form and with the Registrar in respect of shares held in physical form.
23. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the meeting, provided that not less than 3 (three) days of notice in writing is given to the Company before the commencement of the AGM.
24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
25. Route Map and details of Prominent Landmarks of the venue of the Annual General Meeting is annexed with this notice.
26. **Instruction for e-voting/voting through ballot paper and joining the AGM are as follows: -**
- The remote e-voting period commences on Wednesday, September 24, 2025, at 09:00 A.M. (IST) and will end on Friday, September 26, 2025, at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.
- How do I vote electronically using NSDL e-Voting system?**
- The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*
- Step 1: Access to NSDL e-Voting system**
- A) Login method for e-Voting for Individual shareholders holding securities in demat mode**
- In terms of SEBI circular dated December 9, 2020, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDEAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or the e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will be opened. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 135227 then user ID is 135227001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. The password to

open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow the steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: - Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nirbhaykumar77@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/ Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under the **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will

need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, T301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051 at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please complete PAN-KYC by using ISR-1, ISR2
2. In case shares are held in demat mode please generate password as given in e-voting instruction
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for attending the meeting through VC/OAVM are as under: -

- 1) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@thehitechgears.com. The same will be replied by the company suitably.
- 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 39TH ANNUAL GENERAL MEETING DATED AUGUST 11, 2025, IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER SEBI (LODR) REGULATIONS, 2015: -

Item No. 5

Approval of remuneration of Cost Auditor for the financial year 2025-2026.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Kabra & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26 at a fee of up to ₹ 1,25,000 (Rupees One Lakh Twenty-Five Thousands) plus applicable tax and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought by passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the agenda as set out at Item No. 5 of the Notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of an **Ordinary Resolution**.

Item No. 06

Approval of appointment and remuneration of Secretarial Auditor.

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), M/s Grover Ahuja & Associates, Practicing Company Secretaries has served as Secretarial Auditors of the Company for the Financial Year 2024-2025.

Regulation 24A of the SEBI (LODR) Regulations, 2015, inter alia, provides that with effect from 1st April 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at their Annual General Meeting (“AGM”) and such Secretarial Auditors must be peer reviewed and should not have incurred any of the disqualifications as specified under the SEBI (LODR) Regulations, 2015. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) with the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

M/s. PG & Associates is a firm founded in 2004 by CS Preeti Grover. The firm brings deep domain knowledge and extensive experience in compliance requirements for listed companies, with specialization in Secretarial Audits, Company Law matters, and SEBI Regulations. CS Preeti Grover has over 28 years of experience. She is a certified CSR professional, a registered Social Impact Assessor, and an expert in start-up registrations with DPIIT. She is faculty at Institute of Directors (IOD), POSH Trainer and an Independent Director in three Listed Companies.

Further, the Company has received the written consent from M/s. PG & Associates confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and SEBI (LODR) Regulations, 2015.

Taking into account the above requirements, along with an evaluation of proposals received by the Company and the consideration of factors such as technical skills, independence, industry experience, expertise and



quality of audit practices, the Board of Directors in their meeting held on Monday, August 11, 2025, on recommendations of the Audit Committee, has approved the appointment of M/s. PG & Associates, Company Secretaries, (Firm Registration No. S2004UP073600) as the Secretarial Auditors of the Company to hold the office, for a period of five consecutive years, commencing from financial year 2025-26 to 2029-30, subject to approval of the Members at the Annual General Meeting.

The Board of Directors based on the recommendation of the Audit Committee also approved the remuneration of ₹ 75,000 (Indian rupees Seventy-Five thousand) for the financial year 2025-2026 plus applicable taxes, along with reimbursement of out-of-pocket expenses, if any incurred in connection with the audit on an actual basis. Further, the Board is proposed to be authorised to fix the remuneration of the Secretarial Auditors for each of the other financial years during their term of appointment.

The payment for other permissible services in the nature of certifications will be in addition to the Secretarial audit fee and shall be determined by the managing director and/or Company Secretary.

The eligibility and qualification certificate, consent letter for appointment and the Peer review Certificate received from M/s. PG & Associates is available for inspection.

None of the directors and key managerial personnel of the Company, including their relatives, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of an **Ordinary Resolution**.

Item No. 07

Re-appointment & Remuneration of Mr. Deep Kapuria (DIN-00006185) as Chairman & Whole Time Director of the Company designated as "Executive Chairman" of the Company.

Mr. Deep Kapuria was re-appointed in his present term as Chairman & Whole Time Director designated as Executive Chairman of the Company for a period of 3 years. The appointment was effective from October 1, 2022. The approval for the same was accorded by the members in their 36th Annual General Meeting held on September 29, 2022.

In terms of the provisions of sections 196, 197, 198, Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, re-appointment of the Whole Time Director and payment of remuneration requires approval of the members of the Company where the Company has inadequate profit or no profit. In view of this, the re-appointment and remuneration payable to Mr. Deep Kapuria as Chairman & Whole Time Director shall require a fresh approval of shareholders of the Company by way of Special Resolution.

Keeping in view the contribution made by Mr. Deep Kapuria since inception of the Company, Board of Directors upon the recommendation of the Nomination and Remuneration Committee ("NRC") and the Audit Committee, in respective meeting held on July 23, 2025, have considered & approved the re-appointment and remuneration payable to Mr. Deep Kapuria as Executive Chairman for a period of three years w.e.f. October 01, 2025 subject to the approval of shareholders of the Company and other concerned statutory, if applicable.

In terms of provisions of section 196 of Companies Act, 2013, Mr. Deep Kapuria has attained the age of 70 years. Hence continuation of his employment as Executive Chairman requires the approval of Shareholders by way of a special resolution. The NRC and Board of Directors of the Company, approve and recommend continuing the employment of Mr. Deep Kapuria as Executive Chairman since he has attained the age of 70 years. He is founder director of the Company and associated with the Company since inception. Keeping in view that he is a technocrat and expert in Gear Manufacturing & Designing, Business Management & Finance. He has great experience of dealing with customers, both domestic & overseas and understanding their requirements. Mr. Deep Kapuria has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the engagement of Mr. Deep Kapuria

as Chairman & Whole Time Director, designated as Executive Chairman, even he has already attained the age of 70 years.

Further, Mr. Deep Kapuria has confirmed that he is not debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

Further, the Company has not committed any default in payment of dues to any bank or public financial institutions or non-convertible debentures holders or any other secured creditor.

The particulars as required to be disclosed in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and information/details as required by SEBI (LODR) Regulations, 2015 are given in **Annexure-A**.

Further, a brief profile along with additional information of Mr. Deep Kapuria is annexed herewith in **Annexure-C**, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director and other information as required as per the SEBI (LODR) Regulations, 2015.

Except Mr. Deep Kapuria, Mr. Pranav Kapuria and Mr. Anuj Kapuria, Directors, being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at item no. 7 of the notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution**.

Item No. 08

Re-appointment & Remuneration of Mr. Pranav Kapuria (DIN-00006195) as "Managing Director" of the Company.

Mr. Pranav Kapuria was re-appointed in his present term as Managing Director of the Company for a period of 3 years. The appointment was effective from October 01, 2022. The approval for the same was accorded by the members in their 36th Annual General Meeting held on September 29, 2022.

In terms of the provisions of sections 196, 197, 198, Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, re-appointment of the Managing Director and payment of remuneration requires approval of the members of the Company where the Company has inadequate profit or no profit. In view of this the reappointment and remuneration payable to Mr. Pranav Kapuria as Managing Director shall require a fresh approval of shareholders of the Company by way of Special Resolution.

Taking into consideration of his managerial expertise, the size of the Company, future growth plans & remarkable contribution for the growth of the Company made by Mr. Pranav Kapuria, Board of Directors upon the recommendation of the Nomination and Remuneration Committee ("NRC") and the Audit Committee, in its meeting held on July 23, 2025, have considered & approved the re-appointment and remuneration payable to Mr. Pranav Kapuria as Managing Director for a period of three years w.e.f. October 01, 2025 subject to the approval of shareholders of the Company and other concerned statutory & other authorities, if applicable.

Further, the company has not committed any default in payment of dues to any bank or public financial institutions or non-convertible debentures holders or any other secured creditor.

Further, Mr. Pranav Kapuria has confirmed that he is not debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

The particulars as required to be disclosed in accordance with the provisions of Section-II of Part-II of Schedule-V of the Companies Act, 2013 and information/details as required by SEBI (LODR) Regulations, 2015 are given in **Annexure-A**.

Further, a brief profile along with additional information of Mr. Pranav Kapuria is annexed herewith in **Annexure-C**, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director and other information as required as per the SEBI (LODR) Regulations, 2015.

Except Mr. Deep Kapuria, Mr. Pranav Kapuria and Mr. Anuj Kapuria, Directors, being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at item no. 8 of the notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution**.

Item No. 09

Re-appointment & Remuneration of Mr. Anuj Kapuria (DIN-00006366) as "Executive Director" of the Company.

Mr. Anuj Kapuria was re-appointed in his present term as Executive Director of the Company for a period of 3 years. The appointment was effective from October 01, 2022. The approval for the same was accorded by the members in their 36th Annual General Meeting held on September 29, 2022.

In terms of the provisions of sections 196, 197, 198, Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, re-appointment of the Whole Time Director and Key Managerial Personnel to be designated as Executive Director and payment of remuneration requires approval of the members of the Company where the Company has inadequate profit or no profit. In view of this, the re-appointment and remuneration payable to Mr. Anuj Kapuria as Executive Director shall require a fresh approval of shareholders of the company, by way of Special Resolution.

Taking into consideration his qualifications, experience & valuable contribution made by him towards the growth of the Company & the job responsibilities handled by Mr. Anuj Kapuria, Board of Directors upon the recommendation of the Nomination & Remuneration Committee and the Audit Committee, in respective meeting held on July 23, 2025, have considered and approved the re-appointment and remuneration payable to Mr. Anuj Kapuria as Whole Time Director and Key Managerial Personnel to be designated as "Executive Director" of the Company for a period of three years w.e.f. October 01, 2025 subject to the approval of shareholders of the Company and other concerned statutory & other authorities, if applicable.

Further, the company has not committed any default in payment of dues to any bank or public financial institutions or non-convertible debentures holders or any other secured creditor.

Mr. Anuj Kapuria has confirmed that he is not debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

The particulars as required to be disclosed in accordance with the provisions of Section-II of Part-II of Schedule-V of the Companies Act, 2013 and information/details as required by SEBI (LODR) Regulations, 2015 are given in **Annexure-B**.

Further, a brief profile along with additional information of Mr. Anuj Kapuria is annexed herewith in **Annexure-C**, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director and other information as required as per the SEBI (LODR) Regulations, 2015.

Except Mr. Deep Kapuria, Mr. Pranav Kapuria and Mr. Anuj Kapuria, Directors, being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at item no. 9 of the notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution**.

Item No. 10

Appointment of Mr. Ramakrishnan Ramanathan (DIN-03394401) as a Non-Executive Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') at their Board meeting

held on July 23, 2025, appointed Mr. Ramakrishnan Ramanathan (DIN-03394401) as the additional Independent director of the Company with effect from July 24, 2025, to hold office of Non-Executive-Independent Director subject to the Shareholders' approval within three (3) months.

Mr. Ramakrishnan Ramanathan is a seasoned business leader with over 38 years of experience in the automotive and manufacturing sectors, primarily with Tata Motors Limited, where he held leadership roles across product strategy, sales, customer care, and global business operations. A Mechanical Engineering graduate from NIT Tiruchirappalli (1985), he has led major industry transformations including the introduction of multi-axle trucks, fully built vehicles, and the Prima range, while also driving innovations in customer engagement, channel modernization, and branded aftermarket solutions. With prior board experience across multiple Tata Motors subsidiaries and current directorships at Everest Kanto Cylinder Ltd (since June 2024) and CPI Holdings Inc., USA (since June 2025), Mr. Ramanathan brings deep strategic insight, governance experience, and a strong customer-first approach to board leadership.

Further, In the opinion of the NRC and Board of the Company, Mr. Ramakrishnan Ramanathan fulfils the conditions for his appointment as a **Non-Executive Independent Director** as specified in the Act and the SEBI (LODR) Regulations, 2015. He is a person of integrity and possesses relevant experience & expertise.

Mr. Ramanathan has given a declaration that he meets the criteria of independence provided under the provisions of Section 149 of the Act and Regulation 16 of SEBI (LODR) Regulations, 2015.

Further, a brief profile along with additional information of Mr. Ramanathan is annexed herewith in **Annexure-C**, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI (LODR) Regulations, 2015 and terms and conditions relating to his appointment.

This explanatory statement (together with Annexures thereto) will be available for inspection at the Registered office of the Company by Members of the Company during the e-voting period on working all days except Sunday and Bank Holidays during 9:00 A.M. to 5:00 P.M. None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Ramanathan, is concerned or interested financially or otherwise, in the said resolution.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution**.

Item No. 11

Appointment and Remuneration of Mr. Vijay Mathur (DIN-00006455) as Whole-Time Director & Key Managerial Personnel designated as "Executive Director" of the Company.

In terms of the provisions of sections 196, 197, 198, Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, appointment of the Whole Time Director and Key Managerial Personnel to be designated as Executive Director and payment of remuneration requires approval of the members of the Company where the Company has inadequate profit or no profit. In view of this, the appointment and remuneration payable to Mr. Vijay Mathur as Executive Director shall require approval of shareholders of the company, by way of Special Resolution.

Taking into consideration his qualifications, experience, excellent skill set in finance, accounts, taxation & treasury management and based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') at their Board meeting held on July 23, 2025, appointed Mr. Vijay Mathur (DIN-00006455) as Whole-time Director & Key Managerial Personnel designated as "Executive Director" of the Company for a period of 3 (three) years effective from July 24, 2025 to July 23, 2028 (both days inclusive) subject to the shareholders' approval within three (3) months.

Further, the company has not committed any default in payment of dues to any bank or public financial institutions or non-convertible debentures holders or any other secured creditor.



Mr. Vijay Mathur has confirmed that he is not debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

The particulars as required to be disclosed in accordance with the provisions of Section-II of Part-II of Schedule-V of the Companies Act, 2013 and information/details as required by SEBI (LODR) Regulations, 2015 are given in **Annexure-B**.

Further, a brief profile along with additional information of Mr. Vijay Mathur is annexed herewith in **Annexure-C**, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director and other information as required as per the SEBI (LODR) Regulations, 2015.

Further, pursuant to the provisions of Section 196 of the Act, Rules made thereunder and other applicable provisions, if any, the NRC and the Board

recommended for the approval of shareholders of the Company, to continue Mr. Vijay Mathur as “Executive Director”, even after the age of 70 years.

The above explanatory statement (together with Annexures thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act and will be available for inspection at the Registered office of the Company by Members of the Company during the e-voting period on all days except Sunday and Bank Holidays during 9:00 A.M. to 5:00 P.M.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Vijay Mathur, is concerned or interested, financially or otherwise, in the said resolution.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution**.



Details of Directors retiring by rotation seeking re-appointment at the Meeting (Refer Item No. 3 and 4): -

No.	Particulars	Mr. Anant Jaivant Talaulicar	Mr. Anuj Kapuria
1.	Directors Identification Number (DIN)	00031051	00006366
2.	Age	64 years (11-07-1961)	47 years (26-08-1978)
3.	Date of Initial appointment	21/05/2018	30/05/2005
4.	Date of current re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anant Jaivant Talaulicar was appointed on the Board on May 21, 2018, and as he is liable to retire by rotation, he was re-appointed at the 37 th AGM held on September 28, 2023. Being eligible, he has now offered himself for re-appointment.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anuj Kapuria was appointed on the Board on May 30, 2005, and as he is liable to retire by rotation, he was re-appointed at the 37 th AGM held on September 28, 2023. Being eligible, he has now offered himself for re-appointment.
5.	Experience & Expertise	<p>Mr. Anant Jaivant Talaulicar is a Master of Mechanical Engineering and Master of Business Administration. He has rich experience in the Engineering field, Corporate Strategy and General Management.</p> <p>He served as a financial analyst and held manufacturing engineering and product management positions in the Engine Business Unit. The Company stands to benefit from his experience and expertise.</p> <p>He became Chairman & Managing Director of Cummins India in 2004. He also served as a member of the Confederation of Indian Industries, Society of Indian Automobile Manufacturers and Automobile Components Manufacturers Association.</p>	<p>Mr. Anuj Kapuria joined the Company in the year 2005. He was re-appointed as Executive Director (Whole Time Director) w.e.f. May 15, 2015.</p> <p>He is an Engineer with a Master's degree in Robotics with specialization in Computer Vision, Artificial Intelligence and Intelligent Robotics from Carnegie Mellon University (CMU), U.S.A.</p> <p>Mr. Anuj Kapuria has been contributing to the growth of the Company through his enhanced knowledge in the field of Robotic Artificial Intelligence and automation.</p> <p>His visionary leadership and profound knowledge in the field have been instrumental in driving innovation and spearheading technological advancements within the Company.</p>
6.	Qualification	<ol style="list-style-type: none"> 1. Masters in engineering from the University of Michigan. 2. Masters in business administration from Tulane University. 	<p>Master's degree in Robotics with specialization in Computer Vision, Artificial Intelligence and Intelligent Robotics from Carnegie Mellon University (CMU), U.S.A.</p>
7.	Board Membership of other Companies*	<ol style="list-style-type: none"> 1. India Nippon Electricals Limited 2. Endurance Technologies Limited 3. Jakson Green Private Limited 4. Jakson Biofuels Private Limited 5. Pinnacle Industries Limited 6. Jakson Engineers Limited 7. Jakson Limited 8. Everest Industries Limited 9. KPIT Technologies Limited 10. Ushajaivant Foundation 	<ol style="list-style-type: none"> 1. Chetana Inlease Pvt. Ltd. 2. Summit Import Services Limited 3. Vulcan Electro Controls Limited 4. The Hi-Tech Robotic Systemz Limited 5. Novus Hi-Tech Robotic Systemz Pvt. Ltd. 6. Manu Farms Private Limited 7. Hi-Tech Portfolio Investments Limited
8.	Chairman/Member of the Committee of the Board of Directors *	<p>KPIT Technologies Limited AC - Member NRC - Chairman and Member CSR - Chairman and Member RMC - Member</p> <p>Everest Industries Limited AC - Member NRC - Member RMC - Member SRC - Member CSR - Member</p> <p>India Nippon Electricals Limited AC - Chairman and Member NRC - Member RMC - Chairman and Member</p>	<p>Vulcan Electro Controls Ltd. NRC – Member CSR – Member AC – Member</p>



No.	Particulars	Mr. Anant Jaivant Talaulicar	Mr. Anuj Kapuria
		Jakson Engineers Limited NRC (HR) - Chairman and Member AC - Member Jakson Limited NRC (HR) - Chairman and Member AC - Member Pinnacle Industries Limited AC - Chairman and Member	
9.	Details of Remuneration and remuneration last drawn	Details mentioned in the point IX of Corporate Governance Report forming part of Annual Report.	Details mentioned in the point IX of Corporate Governance Report forming part of Annual Report.
10.	Number of Board meetings attended during the year	Details mentioned in the point II of Corporate Governance Report forming part of Annual Report.	Details mentioned in the point II of Corporate Governance Report forming part of Annual Report.
11.	Number of shares held in the Company as on 31/03/2025	NIL	8,48,639
12.	Relationship with Directors	None	Mr. Anuj Kapuria is son of Mr. Deep Kapuria and Brother of Mr. Pranav Kapuria.

Note-

**For the purpose of Board and Membership of Committees/Chairman, Indian Companies are considered.*

In this above given table, NRC stands for Nomination and Remuneration Committee; CSR stands for Corporate Social Responsibility Committee, AC stands for Audit Committee, RMC stands for Risk Management Committee and SRC stands for Stakeholders Relationship Committee.

ANNEXURE TO THE EXPLANATORY STATEMENT

(The Statement containing additional information as required in Part-II of Section-II of Schedule-V of the Companies Act, 2013)

I.	General Information																														
Nature of Industry	The Company is an auto component manufacturer (Tier-1 supplier) of world class repute and is engaged in the business of manufacturing, selling, exporting, and dealing automobile parts. The Company spans a spectrum of products, including transmission and engine components, driveline components, engines design services and advanced technology-enabled products and solutions at the fore front of cutting-edge technology.																														
Date of commercial production:	Commercial production of the Company commenced on November 10, 1986, as per Certificate of Commencement of Business issued by Registrar of Companies, Delhi & Haryana.																														
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable																														
Financial performance	<p>The Standalone financial performance of the Company during the last three financial years is as under:</p> <p style="text-align: right;">(Amount in million (INR) except per share data)</p> <table border="1"> <thead> <tr> <th>Financial Parameters</th><th>Year ended 31.03.2023</th><th>Year ended 31.03.2024</th><th>Year ended 31.03.2025</th></tr> </thead> <tbody> <tr> <td>Total Revenue</td><td>7906.05</td><td>7,892.93</td><td>6,696.12</td></tr> <tr> <td>Net Profit before Tax</td><td>693.95</td><td>647.26</td><td>635.69</td></tr> <tr> <td>Net Profit after tax</td><td>503.40</td><td>492.69</td><td>473.78</td></tr> <tr> <td>Paid Up Capital</td><td>187.68</td><td>187.78</td><td>187.93</td></tr> <tr> <td>Other Equity</td><td>3788.52</td><td>4,242.88</td><td>4,518.01</td></tr> <tr> <td>Basic Earnings Per Share (EPS)</td><td>26.82</td><td>26.24</td><td>25.23</td></tr> </tbody> </table>			Financial Parameters	Year ended 31.03.2023	Year ended 31.03.2024	Year ended 31.03.2025	Total Revenue	7906.05	7,892.93	6,696.12	Net Profit before Tax	693.95	647.26	635.69	Net Profit after tax	503.40	492.69	473.78	Paid Up Capital	187.68	187.78	187.93	Other Equity	3788.52	4,242.88	4,518.01	Basic Earnings Per Share (EPS)	26.82	26.24	25.23
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Financial performance based on given indicators.	The Company's financial performance has remained steady, matching to the previous financial years. In financial year ended March 31, 2025, the Company has registered total revenue of INR. 6,696.12 million.																														
Foreign investments or collaborations, if any	<p>The Company has seven (7) Foreign Wholly Owned Subsidiaries namely:</p> <ol style="list-style-type: none"> 2545887 Ontario Inc., Canada The Hi-Tech Gears Canada Inc., Canada Teutech Holding Corporation, USA Teutech, L.L.C., USA Teutech Leasing Corp, USA Neo-Tech Auto Systemz Inc., USA Neo-Tech Smart Solutions Inc., Canada <p>Non-resident holding in the Company is 2.51 % (as on June 30, 2025).</p> <p>The Company has no foreign collaboration as on date.</p>																														
II.	Information about the appointee																														
Name of Appointee	Mr. Deep Kapuria	Mr. Pranav Kapuria																													
Background details	<p>Mr. Deep Kapuria born on August 5, 1949, is founder Director of the Company and designated as the Executive Chairman of the Company.</p> <p>He is a technocrat and expert in Gear Manufacturing & Designing, Business Management & Finance.</p> <p>He possesses the following qualifications:</p> <ol style="list-style-type: none"> Bachelor of Engineering (Honors') from B.I.T.S., Pilani; Advance Management Programme from Indian Institute of Management, Ahmedabad Lead Assessor Course for ISO 9000 from P.E. Batalas Ltd., UK 	<p>Mr. Pranav Kapuria, born on July 16, 1975, is presently designated as Managing Director of the Company. He joined the Company as Whole Time Director. Taking into consideration the contribution made by him for the growth of business, he was promoted as Deputy Managing Director of the Company on 1st August 2005 & thereafter as Managing Director w.e.f. 01.08.2010.</p> <p>He has done Bachelor of Commerce with Honors from University of Delhi, also holds master's degree in business.</p> <p>Administration from Cardiff Business School, University of Cardiff, U.K. and Certificate program on Lean Manufacturing from University of Michigan, College of Engineering, USA.</p>																													



	<div><div><div>4. Owner Management Programme from Harvard Business School, USA</div><div>5. Honorary title of Doctorate of Philosophy - Industrial Management awarded by GNA University</div></div><div>Mr. Deep Kapuria has vast experience of decades in the industry and has been instrumental in the growth of the Company.</div></div>	<div>Because of his continuous hard work and efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry.</div> <div>Under his leadership, the Company has embraced efficient manufacturing processes and achieved exceptional levels of operational excellence.</div>																
Past Remuneration (as Director)	<div>The remuneration drawn by Mr. Deep Kapuria during the past three financial years is as under:</div> <table><tr><th>Financial year</th><th>Amount in million</th></tr><tr><td>2022-23</td><td>38.79</td></tr><tr><td>2023-24</td><td>40.98</td></tr><tr><td>2024-25</td><td>47.92</td></tr></table>	Financial year	Amount in million	2022-23	38.79	2023-24	40.98	2024-25	47.92	<div>The remuneration drawn by Mr. Pranav Kapuria during the past three financial years is as under:</div> <table><tr><th>Financial year</th><th>Amount in million</th></tr><tr><td>2022-23</td><td>26.02</td></tr><tr><td>2023-24</td><td>27.41</td></tr><tr><td>2024-25</td><td>31.94</td></tr></table>	Financial year	Amount in million	2022-23	26.02	2023-24	27.41	2024-25	31.94
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Past Recognition or awards	<div>Mr. Deep Kapuria has the distinction of being Chairman CII Northern Region, President of ACMA twice and has led various overseas CII/ACMA Delegations including at WTO ministerial.</div> <div>He regularly represents Indian Industry at the Indian Government /Ministerial Business Delegation across the globe.</div> <div>He was Co-Chairman for task force on "Digital Economy & Industry 4.0" at B20 Argentina.</div> <div>In the last two decades, Mr. kapuria has held a number of eminent positions in Industry and Govt. bodies & associations and has played an important role in many confederation of Indian Industry (CII) initiatives, such as the World Trade/ Multilateral talks. Mr. kapuria has led various overseas CII/ ACMA Delegations including the Mini PBD (2011) at Canada. In addition, he has also been invited as speaker for number of CII/ ACMA/ Industry conventions, seminars across the globe.</div> <div>He has been Chairman of CII MSME Council, CII Trade Fair Council & CII Design Council.</div> <div>He is a non-government member on various Govt. committees including Make in India, Skill Council & is a member of the PM fellowship Apex Council.</div>	<div>Under Mr. Pranav Kapuria leadership, manufacturing facilities of The Hi-Tech Gears have been awarded many internationally coveted awards and recognitions e.g., "Award for Excellence in Consistent TPM Commitment" by Japan Institute of Plant Maintenance (JIPM) for Excellence in Total Productive Maintenance (TPM), Shingo Silver Medallion for Manufacturing Excellence (first time in India), and Green Factory / Green Building awards by Indian Green Building Council (IGBC) for all the manufacturing facilities. Has been instrumental in getting ACMA Export Award for the Company.</div> <div>In addition, he has held following appointments:</div> <div><ul style="list-style-type: none">Executive Committee member of Automotive Component Manufactures Association of India (ACMA).Core member & Mentor of Manufacturing Cluster of ACMA Centre for Technology.Automotive Component Manufactures Association of India (ACMA) - Member of Pillar 1- Business Development for 2021-22.ACMA - Co-Chairman, Pillar-4 - 2018-2019Member of YPO since 2016.ACMA - Chairman Raw Material Committee - 2015-16.Chairman ACMA Aerospace, Defence & Railway Committee 2013-14.He has been Young Business Leader Forum (YBLF) Coordinator for ACMA from 2008-09.</div>																
Job profile and his suitability	<div>Mr. Deep Kapuria is member of Board of Director since October 23, 1986. He has vast experience of decades in the field of business strategy and development, planning, marketing and distribution, finance, production technology etc.</div> <div>He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of all the industrial units of Company.</div> <div>Mr. Deep Kapuria plays a major role in providing thought leadership and strategic inputs to the Company.</div> <div>Under his vision and leadership, company has made its presence globally thru successful acquisition of some entities in Canada and the US. Due to his able guidance, Company is not confined to only domestic manufacturing facilities and exposure to global environment will lead to strong growth opportunities.</div>	<div>Mr. Pranav Kapuria, Managing Director is vested with substantial powers of the Company under the Superintendence, control and directions of the Board of Directors.</div> <div>The Company has been substantially benefitted by his vision, professional knowledge and managerial expertise and has made enormous progress.</div> <div>Your Company is exploring new avenues of further inorganic growth by way of mergers and also tapping new geographies, such as Canada and US. Despite headwinds being faced, your company made continued progress under his leadership.</div> <div>Considering the performance of existing projects and expansion plans, the Company is expected to register a growth in the years to come. He is devoting his full time in managing the business of the Company. He is, therefore, best suitable for the job.</div>																

Remuneration Proposed	Remuneration - Salary, Allowances & Perquisites (all together) are as under:		Remuneration - Salary, Allowances & Perquisites (all together) are as under:	
	From 01.10.2025 to 30.09.2026	Rs. 53.91 million per annum	From 01.10.2025 to 30.09.2026	Rs. 35.93 million per annum
	From 01.10.2026 to 30.09.2027	Rs. 62.00 million per annum	From 01.10.2026 to 30.09.2027	Rs. 41.32 million per annum
	From 01.10.2027 to 30.09.2028	Rs. 72.85 million per annum	From 01.10.2027 to 30.09.2028	Rs. 48.55 million per annum
Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and Person	Keeping in view the job profile, position and responsibilities, remuneration being given or proposed is at par with the remuneration as per industry standards. However, the remuneration proposed to be paid to the above appointees is in congruence with the remuneration paid to the managerial personnel in other Companies engaged in the similar auto component Industry.			
Pecuniary relationship directly or indirectly with the Company or relationship with the personnel/ director if any.	Besides the remuneration proposed herein, Mr. Deep Kapuria has no other pecuniary relationship with the Company other than the dividend to the extent of his shareholding and rental income from a property leased to Company at market rate. Further, Mr. Deep Kapuria is Father of Mr. Pranav Kapuria and Mr. Anuj Kapuria.		Besides the remuneration proposed herein, Mr. Pranav Kapuria has no other pecuniary relationship with the Company other than the dividend to the extent of his shareholding and rental income from a property leased to Company at market rate. Further, Mr. Pranav Kapuria is son of Mr. Deep Kapuria and Brother of Mr. Anuj Kapuria.	
Board Meeting Attended and Shareholding	During the financial year 2024-25 and 2025-26 (upto the approval of this notice), he attended 4 and 3 Board Meetings respectively and is holding 3114884 (16.57%) equity shares of Rs. 10/- each.		During the financial year 2024-25 and 2025-26 (upto the approval of this notice), he attended 4 and 3 Board Meetings respectively and is holding 848102 (4.51%) equity shares of Rs. 10/- each.	
III.	Other Information			
Reasons of Loss or Inadequate Profits	In the recent years, the automobile industry has navigated a series of regulatory, geopolitical and economic challenges. The Company's profitability has been influenced by a combination of internal and external factors, including rising costs as well as heightened market competition. The ongoing geo-political tensions and war across various regions and a broader economic slowdown have led to subdued demand across the automotive sector & also impacted the profitability and revenue of the Company.			
Steps taken or proposed to be taken for improvement.	Many corrective actions have been taken by the Company such as cost control and has adopted the strategies such as Concentrated efforts to enhance efficiency at all levels, exploring new markets, focus on long-term value creation and pursuing manufacturing excellence, upholding top-tier product quality, to handle the adverse market conditions in the present global competitive scenario.			
Expected increase in Productivity and Profits in Measurable Terms	The profit is expected to grow considering the performance of the Company. However, it is extremely difficult to forecast any profit numbers under this extreme uncertain situation.			
IV.	DISCLOSURES			
	The requisite disclosures of remuneration package, details of fixed component and performance linked incentive etc. are duly disclosed under the heading of 'Corporate Governance' forming part of Board's Report. Board of Directors had passed the resolution for implementing “The Hi-Tech Gears Limited Stock Incentive Plan, 2021” to reward, attract, motivate and retain employees and Directors of the Company and its existing or future subsidiary companies, in or outside India which was subsequently approved by Shareholders in its meeting held on September 29, 2021.			

**ANNEXURE-B****ANNEXURE TO THE EXPLANATORY STATEMENT****(The Statement containing additional information as required in Part-II of Section-II of Schedule-V of the Companies Act, 2013)**

I.	General Information																														
Nature of Industry	The Company is an auto component manufacturer (Tier-1 supplier) of world class repute and is engaged in the business of manufacturing, selling, exporting, and dealing automobile parts. The Company spans a spectrum of products, including transmission and engine components, driveline components, engines design services and advanced technology-enabled products and solutions at the fore front of cutting-edge technology.																														
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II.	Information about the appointee																														
Name of Appointee	Mr. Anuj Kapuria	Mr. Vijay Mathur																													
Background details	<p>Mr. Anuj Kapuria joined the Company in the year 2005. He was re-appointed as Executive Director (Whole Time Director) w.e.f. May 15, 2015.</p> <p>He is an Engineer with a Master's degree in Robotics with specialization in Computer Vision, Artificial Intelligence and Intelligent Robotics from Carnegie Mellon University (CMU), U.S.A.</p> <p>Mr. Anuj Kapuria has been contributing to the growth of the company through his enhanced knowledge in the field of Robotic Artificial Intelligence and automation.</p>	<p>Mr. Vijay Mathur is a commerce graduate, a Fellow member of Institute of Cost Accountant of India. Mr. Mathur has rich experience of almost 40 years in the varied field of finance, accounts, taxation and treasury management.</p> <p>He has worked with GEC of India Ltd and Ranbaxy Laboratories Ltd in his professional career before joining The Hi-Tech Gears Limited. He is associated with the Company for almost 35 years and currently designated as Senior General Manager, Finance. He has also acted as CFO of the company on earlier occasion.</p>																													

Past Remuneration (as Director)	<p>The remuneration drawn by Mr. Anuj Kapuria during the past three financial years is as under:</p> <table><tr><th>Financial year</th><th>Amount in million</th></tr><tr><td>2022-23</td><td>26.02</td></tr><tr><td>2023-24</td><td>27.41</td></tr><tr><td>2024-25</td><td>31.94</td></tr></table>	Financial year	Amount in million	2022-23	26.02	2023-24	27.41	2024-25	31.94	NA
Financial year	Amount in million									
2022-23	26.02									
2023-24	27.41									
2024-25	31.94									
Past Recognition or awards	<p>Under Mr. Anuj Kapuria the Company have 100+ patents, over 60 granted in various geographies. He has been instrumental in Company winning many accolades that include:</p> <ul style="list-style-type: none">• Most Innovative MSME company by Govt of India (awarded by Prime Minister of India)• Most innovative company by NITI Aayog & CII• Served on Prime Minister Modi's Artificial Intelligence Task Force at Niti Aayog and co-authored white paper, developing the National AI vision.• Frost & Sullivan Best Practices Award: India Commercial Vehicles Safety & ADAS Technology• Safety Technology Award by Auto Tech Review• Listed by Gartner as Top AI companies in India in their Cool Vendor Report• Design Excellence Award by CII for Autonomous Mobile Robots• FICCI National Road Safety Award• Excellence in Innovation-Supplier Award by Daimler <p>Mr. Anuj Kapuria is the member of CII Trade Fair Council for current year.</p> <p>He is also the member of India Japan Business Leaders Forum (IJBLF), constituted under the guidance of The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry.</p>	<p>He has worked with GEC of India Ltd and Ranbaxy Laboratories Ltd in his professional career before joining The Hi-Tech Gears Limited. He is associated with the Company for almost 35 years and currently designated as Senior General Manager, Finance.</p> <p>He has also acted as CFO of the company on earlier occasion.</p> <p>He is having rich experience in the following fields</p> <ul style="list-style-type: none">• Arrangement of long term & short-term financial resources• Finance Management & Control,• Budget & Forecasting• Functional Auditing & Internal Control• Fund Raising & Capital Market,• Business Process Improvement,• Financial Planning keeping in view the capex required.• Management of Financial Risks <p>He has been assigned for many business decisions.</p>								
Job profile and his suitability	<p>Mr. Anuj Kapuria has been instrumental in keeping abreast with the latest technology for delivering the highest quality of products. He has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company.</p> <p>His sincerity, commitment and ideas have resulted in opening up of new opportunities of the Company in the area of automatic Supply Chain Management and latest technologies in manufacturing sustainability.</p> <p>In view of his enriched experience, appreciable contribution and enlarged leadership, he is proposed by the Board of Directors for re-appointment.</p>	<p>Mr. Mathur has rich experience of almost 40 years in the varied field of finance, accounts, taxation and treasury management. Further, he has also acted as CFO of the Company on earlier occasion.</p> <p>Keeping in view of his strategic thinking and perspective, along with sound experience necessary to guide organization in the competitive Environment, the Board proposed his appointment for this designation.</p>								
Remuneration Proposed	<p>Remuneration - Salary, Allowances & Perquisites (all together) are as under:</p> <table><tr><td>From 01.10.2025 to 30.09.2026</td><td>Rs. 35.93 million per annum</td></tr><tr><td>From 01.10.2026 to 30.09.2027</td><td>Rs. 41.32 million per annum</td></tr><tr><td>From 01.10.2027 to 30.09.2028</td><td>Rs. 48.55 million per annum</td></tr></table>	From 01.10.2025 to 30.09.2026	Rs. 35.93 million per annum	From 01.10.2026 to 30.09.2027	Rs. 41.32 million per annum	From 01.10.2027 to 30.09.2028	Rs. 48.55 million per annum	<p>Remuneration - Salary, Allowances & Perquisites (all together) are as under:</p> <table><tr><td>From 24.07.2025 to 23.07. 2028</td><td>Not to exceed Rs. 30 Lakhs per annum</td></tr></table>	From 24.07.2025 to 23.07. 2028	Not to exceed Rs. 30 Lakhs per annum
From 01.10.2025 to 30.09.2026	Rs. 35.93 million per annum									
From 01.10.2026 to 30.09.2027	Rs. 41.32 million per annum									
From 01.10.2027 to 30.09.2028	Rs. 48.55 million per annum									
From 24.07.2025 to 23.07. 2028	Not to exceed Rs. 30 Lakhs per annum									



Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and Person	<p>Keeping in view the job profile, position and responsibilities, remuneration being given or proposed is at par with the remuneration as per industry standards.</p> <p>However, the remuneration proposed to be paid to the above appointees is in congruence with the remuneration paid to the managerial personnel in other Companies engaged in the similar auto component Industry.</p>	
Pecuniary relationship directly or indirectly with the Company or relationship with the personnel/ director if any.	<p>Besides the remuneration proposed herein, Mr. Anuj Kapuria has no other pecuniary relationship with the Company other than the dividend to the extent of his shareholding and rental income from a property leased to Company at market rate.</p> <p>Further, Mr. Anuj Kapuria is son of Mr. Deep Kapuria and Brother of Mr. Pranav Kapuria.</p>	<p>Besides the remuneration proposed herein, Mr. Vijay Mathur has no other pecuniary relationship with the Company.</p>
Board Meeting Attended and Shareholding	<p>During the financial year 2024-25 and 2025-26 (upto the approval of this notice), he attended 4 and 3 Board Meetings respectively and is holding 848639 (4.52%) equity shares of Rs. 10/- each.</p>	<p>During the financial year 2025-26 (upto the approval of this notice), he attended 1 Board Meeting and is holding 20 equity shares of Rs. 10/- each.</p>
III.	Other Information	
Reasons of Loss or Inadequate Profits	<p>In the recent years, the automobile industry has navigated a series of regulatory, geopolitical and economic challenges. The Company's profitability has been influenced by a combination of internal and external factors, including rising costs as well as heightened market competition. The ongoing geo-political tensions and war across various regions and a broader economic slowdown have led to subdued demand across the automotive sector & also impacted the profitability and revenue of the Company.</p>	
Steps taken or proposed to be taken for improvement.	<p>Many corrective actions have been taken by the Company such as cost control and has adopted the strategies such as Concentrated efforts to enhance efficiency at all levels, exploring new markets, focus on long-term value creation and pursuing manufacturing excellence, upholding top-tier product quality, to handle the adverse market conditions in the present global competitive scenario.</p>	
Expected increase in Productivity and Profits in Measurable Terms	<p>The profit is expected to grow considering the performance of the Company. However, it is extremely difficult to forecast any profit numbers under this extreme uncertain situation.</p>	
IV.	DISCLOSURES	
	<p>The requisite disclosures of remuneration package, details of fixed component and performance linked incentive etc are duly disclosed under the heading of 'Corporate Governance' forming part of Board's Report. Board of Directors had passed the resolution for implementing "The Hi-Tech Gears Limited Stock Incentive Plan, 2021" to reward, attract, motivate and retain employees and Directors of the Company and its existing or future subsidiary companies, in or outside India which was subsequently approved by Shareholders in its meeting held on September 29, 2021.</p>	

ANNEXURE TO THE EXPLANATORY STATEMENT

Information about the directors proposed to be appointed/re-appointed pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 is furnished below:

Name	Mr. Deep Kapuria	Mr. Pranav Kapuria	Mr. Anuj Kapuria	Mr. Ramakrishnan Ramanathan	Mr. Vijay Mathur
Directors Identification Number (DIN)	00006185	00006195	00006366	03394401	00006455
Date of Birth & Age	05-08-1949 & 76 Years (age)	16-07-1975 & 50 Years (age)	26-08-1978 & 47 Years (age)	17/10/1963 & 41 Years (age)	14/11/1957 & 68 Years (age)
Date of Initial appointment	October 23, 1986	May 25, 2000	May 30, 2005	July 24, 2025	July 24, 2025
Terms and Conditions of appointment	Appointment as Chairman and Whole-Time Director designated as "Executive Chairman" for a period of three years commencing from October 01, 2025 to September 30, 2028 (both days inclusive), not liable to retire by rotation.	Appointment as "Managing Director" for a period of three years commencing from October 01, 2025 to September 30, 2028 (both days inclusive), liable to retire by rotation.	Appointment as Whole-Time Director and Key Managerial Personnel designated as "Executive Director" for a period of three years commencing from October 01, 2025 to September 30, 2028, (both days inclusive), liable to retire by rotation.	Appointment as a Non-Executive Independent Director for a period of five years commencing from July 24, 2025, to July 23, 2030 (both days inclusive), not liable to retire by rotation.	Appointment as a Whole-Time Director and Key Managerial Personnel designated as Executive Director for a period of three years commencing from July 24, 2025, to July 23, 2028 (both days inclusive), liable to retire by rotation.
Brief Profile (Qualification, Experience & Expertise)	<p>Mr. Deep Kapuria is founder Director of the Company and designated as the Executive Chairman of the Company, having vast experience of almost 39 years. He is a technocrat and expert in Gear Manufacturing & Designing, Business Management & Finance. He possesses the following qualifications:</p> <ol style="list-style-type: none"> 1. Bachelor of Engineering (Honors') from B.I.T.S., Pilani; 2. Advance Management Programme from Indian Institute of Management, Ahmedabad 3. Lead Assessor Course for ISO 9000 from P.E. Batalas Ltd., UK 4. Owner Management Programme from Harvard Business School, USA 	<p>Mr. Pranav Kapuria is presently designated as Managing Director of the Company. He joined the Company as Whole Time Director. Taking into consideration the contribution made by him for the growth of business, he was promoted as Deputy Managing Director of the Company on 1st August 2005 & thereafter as Managing Director w.e.f. 01.08.2010.</p> <p>He has done Bachelor of Commerce with Honors from University of Delhi, also holds master's degree in business Administration from Cardiff Business School, University of Cardiff, U.K. and Certificate program on Lean Manufacturing from University of Michigan, College of Engineering, USA. Because of his continuous hard work</p>	<p>Mr. Anuj Kapuria is presently designated as Executive Director (Whole Time Director). He is an Engineer with a Master's degree in Robotics with specialization in Computer Vision, Artificial Intelligence and Intelligent Robotics from Carnegie Mellon University (CMU), U.S.A.</p> <p>Mr. Anuj Kapuria has been contributing to the growth of the company through his enhanced knowledge in the field of Robotic Artificial Intelligence and automation and extensive industry experience of almost 20 years.</p>	<p>Mr. Ramakrishnan Ramanathan is a seasoned and highly accomplished business leader with a Mechanical Engineering degree from the Regional Engineering College (now National Institute of Technology), Tiruchirappalli, graduated in January 1985. He brings with him 38 years of extensive industry experience, having held diverse leadership roles across critical business functions at Tata Motors Limited.</p> <p>During his distinguished tenure at Tata Motors, Mr. Ramanathan served in strategic capacities across New Product Introduction, Commercial Operations, Sales & Marketing, Product Strategy, Program Management, Customer Care, and P&L responsibilities.</p>	<p>Mr. Vijay Mathur is a seasoned professional with almost 40 years of experience in finance, accounts, taxation and Commercial negotiations. He possesses a sound and deep understanding and knowledge of Financial and taxation Management.</p> <p>Mr. Mathur is a commerce graduate and Fellow member of Institute of Cost Accountant of India.</p> <p>He has worked with GEC of India Ltd and Ranbaxy Laboratories Ltd in his professional career before joining The Hi-Tech Gears Limited.</p> <p>He is associated with the Company for almost 35 years and currently designated as Senior General Manager, Finance.</p> <p>He has also acted as CFO of THGL on an earlier occasion.</p>



Name	Mr. Deep Kapuria	Mr. Pranav Kapuria	Mr. Anuj Kapuria	Mr. Ramakrishnan Ramanathan	Mr. Vijay Mathur
	<p>5. Honorary title of Doctorate of Philosophy – Industrial Management awarded by GNA University Mr. Deep Kapuria has vast experience of decades in the industry and has been instrumental in the growth of the Company.</p>	<p>and efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry. Under his vivid experience of 25 years and leadership, the Company has embraced efficient manufacturing processes and achieved exceptional levels of operational excellence.</p>		<p>In the latter part of his career, he successfully led a global business line comprising five significant revenue streams: Spare Parts, Aggregates, Allied Business, Prolife (Remanufacturing), and Maintenance Contracts.</p> <p>Mr. Ramanathan has been instrumental in numerous transformational initiatives in the Indian Commercial Vehicle industry. He pioneered the introduction of multi-axle trucks, factory-fitted cabins, fully built vehicles, radial tyres, and the world-class Prima range of trucks. His efforts also led to the institutionalization of Key Account Management, Customer Loyalty Programs, and notable marketing campaigns like “T1 Prima Truck Racing” and “Hamare Bus Ki Baat Hai,” emphasizing school bus safety.</p> <p>A strong proponent of innovation and channel transformation, he modernized the Commercial Vehicle Dealer Network, introduced “Dronas” for dealer training, and implemented the Channel Partner Scorecard (CPSC) to drive customer satisfaction. Under his leadership, Tata Motors launched branded consumables like Tata Motors Genuine Oil and Tata Genuine DEF, enhancing brand equity and customer trust.</p> <p>During his tenure, the Customer Care team earned several prestigious accolades,</p>	<p>Given hereunder is the snapshot of his core expertise areas:</p> <ul style="list-style-type: none"> • Finance Management & Control, • Budget & Forecasting • Functional Auditing & Internal Control • Business Process Improvement, • Management of Financial Risks • Commercial Negotiations.

Name	Mr. Deep Kapuria	Mr. Pranav Kapuria	Mr. Anuj Kapuria	Mr. Ramakrishnan Ramanathan	Mr. Vijay Mathur
				<p>including multiple Golden Peacock Awards for Innovation and Training, and the CII “Customer Obsession” Award in 2021, a testament to his customer-first approach.</p> <p>He has served on the boards of various Tata Motors subsidiaries, including FIAT India Automobiles, Concorde Motors, TML Distribution, Tata Motors Finance Solutions, Tata Insurance Broking Services, Tata Marcopolo Motors, Automobile Corporation of Goa, PT Tata Motors Indonesia, and TMLCV Mobility Solutions.</p> <p>Presently, Mr. Ramanathan is serving as a Independent Director on the Board of Everest Kanto Cylinder Limited, a listed entity, since June 2024, and on the board of CPI Holdings Inc., USA, an unlisted subsidiary, since June 2025.</p>	
Relationship with Directors/KMP	Mr. Deep Kapuria is Father of Mr. Pranav Kapuria and Mr. Anuj Kapuria.	Mr. Pranav Kapuria is son of Mr. Deep Kapuria and Brother of Mr. Anuj Kapuria.	Mr. Anuj Kapuria is son of Mr. Deep Kapuria and Brother of Mr. Pranav Kapuria.	Mr. Ramakrishnan Ramanathan is not related to any director.	Mr. Vijay Mathur is not related to any director.
Board Memberships of other Companies in past 3 years*	<ul style="list-style-type: none"> The Hi-Tech Robotic Systemz Limited Novus Hi-Tech Robotic Systemz Private Limited Global Innovation & Technology Alliance Dev Darshan Construction Private Limited 	<ul style="list-style-type: none"> The Hi-Tech Robotic Systemz Limited Hi-Tech Portfolio Investments Limited Novus Hi-Tech Robotic Systemz Private Limited Manu Farms Private Limited 	<ul style="list-style-type: none"> Chetana Inlease Pvt. Ltd. Summit Import Services Limited Vulcan Electro Controls Limited The Hi-Tech Robotic Systemz Limited Novus Hi-Tech Robotic Systemz Pvt. Ltd. Manu Farms Private Limited Hi-Tech Portfolio Investments Limited 	<ul style="list-style-type: none"> Everest Kanto Cylinder Limited 	<ul style="list-style-type: none"> Aquarian Fibrecement Private Limited Olympus Electrical Industries Private Limited Vulcan Electro Controls Limited Indoi Systems Private Limited



Name	Mr. Deep Kapuria	Mr. Pranav Kapuria	Mr. Anuj Kapuria	Mr. Ramakrishnan Ramanathan	Mr. Vijay Mathur
Chairperson/ Member of the Committee of the Board of Directors in past 3 years*	The Hi-Tech Gears Limited STC - Chairman and Member FC - Chairman and Member CSR - Member	The Hi-Tech Gears Limited STC - Member FC - Member SRC - Member	The Hi-Tech Gears Limited STC - Member Vulcan Electro Controls Limited NRC - Member CSR – Member AC - Member	Everest Kanto Cylinder Limited AC - Member NRC - Member SRC - Chairman and Member RMC - Member	Vulcan Electro Controls Ltd. CSR - Chairman and Member
Details of Remuneration last drawn (as Director)	Refer Annexure-A	Refer Annexure-A	Refer Annexure-B	NIL	Refer Annexure-B
Number of Board meetings attended	Refer Annexure-A	Refer Annexure-A	Refer Annexure-B	NIL	Refer Annexure-B
Number of shares held in the Company	Refer Annexure-A	Refer Annexure-A	Refer Annexure-B	NIL	Refer Annexure-B
In case of Independent Director, the skills and capabilities required for the role	NA	NA	NA	Mr. Ramakrishnan Ramanathan brings over 38 years of leadership experience in the automotive and manufacturing sectors, with deep expertise in product strategy, sales, customer care, and global operations. His proven track record in driving industry transformation, innovation, and channel modernization equips him with strong strategic and operational insight. With prior board experience across Tata Motors subsidiaries and current independent directorships at Everest Kanto Cylinder Ltd and CPI Holdings Inc., USA, he possesses robust governance capabilities. His customer-centric approach, combined with industry knowledge and boardroom experience, make him well-suited for the role of an Independent Director.	NA

Note-

**For the purpose of Board and Membership of Committees/Chairman, Indian Companies are considered.*

In the above given table, NRC stands for Nomination and Remuneration Committee; CSR stands for Corporate Social Responsibility Committee, AC stands for Audit Committee, RMC stands for Risk Management Committee, SRC stands for Stakeholders Relationship Committee, FC stands for Finance Committee and STC stands for Share Transfer Committee.

**By order of the Board of Directors
The Hi-Tech Gears Limited**

**Place: New Delhi
Date: 11-08-2025**

**Registered Office:
Plot No. 24, 25, 26, Sector-7,
IMT Manesar, Gurugram, Haryana-122050**

**Sd/-
Naveen Jain
Company Secretary
Membership No: - A15237**

The Hi-Tech Gears Limited

Registered Office: - Plot No. 24,25,26, Sector-7,IMT Manesar, Gurugram, Haryana-122050
CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com
Tel.: +91(124)4715200, e-mail id: secretarial@thehitechgears.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

E-mail id:..... Folio No. / DP ID-Client ID.....

I/We, being the member (s) of shares of the The Hi-Tech Gears Limited, hereby appoint:

1.Name:.....resident of.....having an E-mail id: failing him / her;

2.Name:.....resident of.....having an E-mail id: failing him / her;

3.Name:.....resident of.....having an E-mail id: failing him / her;

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Saturday the 27th day of September, 2025 at 05:00 P.M. at registered office at Plot No. 24,25,26, Sector-7, IMT Manesar, Gurugram, Haryana 122050 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	No. of shares	For*	Against*
Ordinary Business:				
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.			
2	To declare the final dividend @ 50% i.e. ₹ 5.00/- (Rupees five Only) per equity share of ₹ 10 each for the financial year 2024-2025 as recommended by the Board of Directors.			
3	To appoint a director in place of Mr. Anant Jaivant Talaulicar (DIN-00031051) who retires by rotation and being eligible, offers himself for re-appointment.			
4	To appoint a director in place of Mr. Anuj Kapuria (DIN-00006366) who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
5	Approval of remuneration of Cost Auditor for the financial year 2025-2026. - Ordinary Resolution			
6	Approval of appointment and remuneration of Secretarial Auditor. - Ordinary Resolution			
7	Re-appointment & Remuneration of Mr. Deep Kapuria (DIN-00006185) as "Executive Chairman" of the Company.- Special Resolution			
8	Re-appointment & Remuneration of Mr. Pranav Kapuria (DIN-00006195) as "Managing Director" of the Company.- Special Resolution			
9	Re-appointment & Remuneration of Mr. Anuj Kapuria (DIN-00006366) as "Executive Director" of the Company - Special Resolution			
10	Appointment of Mr. Ramakrishnan Ramanathan (DIN-03394401) as a Non-Executive Independent Director of the Company - Special Resolution			
11	Appointment and Remuneration of Mr. Vijay Mathur (DIN-00006455) as Whole-Time Director & Key Managerial Personnel designated as "Executive Director" of the Company - Special Resolution			

Signed this day of..... 2025.

(Date)

(Month)

Signature of the Shareholder(s)

Signatures of:

Affix
Revenue
Stamp

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Notes:-

- Please put a "tick" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
- Proxy need not to be a member of the Company. A person can act as proxy on behalf of for a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at Plot No. 24,25,26 Sector- 7, IMT Manesar, Gurugram, Haryana 122050 at least 48 hours before the time of the Meeting.

ROUTE MAP

