



THE HI-TECH GEARS LTD.

CIN - L29130HR1986PLC081555

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

Tel.: +91 (124) 4715200; Website: www.thehitechgears.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Commencement date of e-Voting	End date of e-Voting
June 16, 2025 (Monday) at 09:00 A.M. (IST)	July 15, 2025 (Tuesday) at 05:00 P.M. (IST)

Dear Member(s),
THE HI-TECH GEARS LIMITED (“Company”)

NOTICE is hereby given that the resolutions appended herein to be passed by the members of the Company (as on the Cut-off Date i.e. Friday, June 06, 2025), through Postal Ballot only by way of **remote e-voting (“e-voting”)** pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“Act”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), 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”), Secretarial Standard (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

In compliance with Rule 22 (5) of the Rules, the Board of Directors of the Company has appointed Mrs. Akarshika Goel (ICSI Membership No. A29525 & COP No. 12770) partner of GAA & Partners LLP, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the resolutions setting out the material facts and the rationale thereof form part of this Postal Ballot Notice (“Notice”).

In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read and follow the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST). The e-voting period will commence on **Monday, June 16, 2025, at 09:00 A.M. (IST)** and will end on **Tuesday, July 15, 2025, at 05:00 P.M. (IST)**.

The e-voting facility will be disabled by NSDL immediately thereafter and the e-voting will not be allowed later than **Tuesday, July 15, 2025, at 05:00 P.M. (IST)**.



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The Scrutinizer will submit the report to the Chairperson of the Company (“Chairperson”), or any other person authorized by the Chairperson, and the result of the e-voting process will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Notice.

The last date of e-voting, i.e. **Tuesday, July 15, 2025**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS: -

1. Appointment of Mr. Vishal Seth (DIN-05136478) 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 SEBI (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 Shareholders be and is hereby accorded for appointment of **Mr. Vishal Seth (DIN-05136478)**, 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., April 25, 2025 upto April 24, 2030 and not liable to retire by rotation and 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 Director.

RESOLVED FURTHER THAT Board of Directors or Executive Chairperson or Managing Director and Company secretary 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.”

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

2. To consider and approve adoption of new set of Memorandum of Association (“MOA”) of the Company, as per Companies Act, 2013.

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 Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules formed thereunder, including any statutory modifications and re-enactments thereof, and enabling provisions in the memorandum and articles of association of the Company and based on the recommendations of the Board of Directors of the Company, the consent of the



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members of the Company be and is hereby accorded to adopt new set of Memorandum of Association ("MOA") of the Company, as per Companies Act, 2013.

"RESOLVED FURTHER THAT the existing clauses III and IV of MOA of the company be and are hereby altered in the following manner:

(a) The heading of the existing Clause III be and is hereby substituted and divided into two parts as under:

- Clause III (A)- The objects to be pursued by the Company on its incorporation are:
- Clause III (B)- Matters which are necessary for furtherance of objects specified in Clause III(A) are:

(b) Sub-clauses of existing Clause III (A) be retained under new Clause III (A).

(c) All sub-clauses 1 to 41 appearing under the existing Clause III (B) retained under new Clause III (B) as sub-clauses 1 to 41.

(d) The heading of existing Clause III (C) "Other objects" is deleted and all sub-clauses 1 to 21 appearing in the existing Clause III (C) be inserted as sub-clauses 42 to 62 under new Clause III (B).

(e) The existing 'Clause IV' i.e. "The Liability of the member(s) is limited" be and is hereby stands replaced with new 'Clause IV' i.e. "The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT for the purpose of giving effect to the above-mentioned resolution, any of the Directors and Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for making the above-resolution effective and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT any of the directors and Company secretary of the Company be and are hereby severally authorized to sign all the documents, papers, intimations etc. as may be necessary in this regard and filling of forms with the concerned Registrar of Companies and other authorities."

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

3. To consider and approve the alteration in the Object clause of the Memorandum of Association 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 section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory/statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority and based on the recommendations of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A)



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("Main Object") of the Memorandum of Association of the Company by inserting following sub-clause at the end of Main Objects Clause of the Memorandum of Association as Clause No. III (A) (vii) which is as under:

(vii) To act as agent, consultant, broker, representative or intermediary to deal with the purchase, sale, supply, trade, import, export and distribution of raw materials including steel, aluminium, copper or any other metal, assembly parts, Machinery, Equipment, capital goods etc. used for manufacturing, assembly, dealing, trading of Automobile parts and other related products, whether in India or abroad, and to undertake all related activities including but not limited to negotiation, coordination, procurement support and facilitation of transactions, with/without taking title or ownership of the goods.

RESOLVED FURTHER THAT any Director and Company secretary of the Company be and are hereby severally authorized to make necessary alterations/modifications in the Memorandum of Association to give effect to the above resolution and to execute, sign and file the required documents/returns/forms with Registrar of Companies and to make necessary corrections/modifications/alterations suggested by the concerned authorities and to collect the certificate confirming the above alteration."

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

**By Order of the Board of Directors
THE HI-TECH GEARS LIMITED**

**Sd/-
Naveen Jain
Company Secretary & Compliance Officer
(Membership No.: A15237)**

Date: 29-05-2025

Place: Gurugram

NOTES:

- a) The explanatory statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts relating to the aforesaid Resolutions, additional information and the reasons thereof is annexed hereto and form part of this Notice.
- b) In accordance with the MCA Circulars, this Notice is being sent via email only to the members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the Cut-off Date i.e. Friday, June 06, 2025 and whose e-mail addresses are registered with the Company/Depositories/Depository Participants/Registrar and Transfer Agent ("RTA") i.e. Mas Services Ltd. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The same will also be available on the Company's website at www.thehitechgears.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.



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- c) It is clarified that if a member fails to provide or update the relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
- d) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Tuesday, July 15, 2025**. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if it is passed at a General Meeting of the Members.
- e) The Scrutinizer will submit the report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny of the e-voting, and the result of the e-voting will be announced not later than 2 working days from the conclusion of e-voting and will also be displayed on the Company website www.thehitechgears.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
- f) All material documents referred in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days except Sunday and Bank Holidays during 9:00 A.M. to 5:30 P.M., from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to secretarial@thehitechgears.com or investor@masserv.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- g) In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015 the MCA Circulars and SS-2, the Company has provided remote e-voting facility for its Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
- h) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the **cut-off date i.e. Friday, June 06, 2025**.
- i) The e-voting period **commences on Monday, June 16, 2025, at 09:00 A.M. (IST)** and will end on **Tuesday, July 15, 2025, at 05:00 P.M. (IST)**. Once the vote on the Resolution is cast by the members, the members shall not be allowed to change it subsequently.
- j) Any query/grievance with respect to voting on the Postal Ballot may please be addressed to Mr. Naveen Jain, Company Secretary & Compliance Officer at: Email id: secretarial@thehitechgears.com, Tel No. (0124)-47151000 or to the Registrar and Transfer Agent, MAS Services Limited, at T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi–110020, e-mail: investor@masserv.com, phone no. +91 11 2638 7281/ 82/ 83.
- k) As required by Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Haryana where the registered office of the Company is situated (in vernacular language i.e. in Hindi).



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period commences on **Monday, June 16, 2025, at 09:00 A.M. (IST)** and will end on **Tuesday, July 15, 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, June 06, 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, June 06, 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







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	<p>4. 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. 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. <p>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.</p>



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



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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 133982 then user ID is 133982001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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. a .pdf file. Open the .pdf file. 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'.
 - 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:

- 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.
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



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- 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 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 groverahuja@hotmail.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.



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| 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.

Date: 29-05-2025
Place: Gurugram

By Order of the Board of Directors
For THE HI-TECH GEARS LIMITED

Sd/-
Naveen Jain
Company Secretary & Compliance Officer
(Membership No.: A15237)



THE HI-TECH GEARS LTD.

CIN - L29130HR1986PLC081555

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

Tel.: +91 (124) 4715200; Website: www.thehitechgears.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following statement pursuant to Section 102 read with Section 110 of the Act and other applicable provisions & rules sets out all material facts relating to the businesses mentioned in this Notice:

Item No. 1

Appointment of Mr. Vishal Seth (DIN-05136478) 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') through resolution by circulation passed on April 24, 2025, appointed **Mr. Vishal Seth (DIN-05136478)** as the additional Independent director of the Company with effect from April 25, 2025, to hold office of Non-Executive-Independent Director subject to the Shareholders' approval within three (3) months.

Mr. Vishal Seth is a globally experienced leader with a strong academic foundation, holding degrees from top institutions including Harvard, University of Michigan, Penn State, and University of Bombay, along with a gemology certification from GIA. With over 20 years of international leadership across aerospace, automotive, manufacturing, and consulting sectors, he has held senior roles at Spencer Stuart, Arconic India, and Alcoa. Currently, he is the Director of Strategic Partnerships & Talent at The Convergence Foundation, focusing on fundraising, leadership development, and high-impact partnerships. Mr. Seth is highly skilled in corporate strategy, operations, governance, and cross-border business growth.

Further, In the opinion of the NRC and Board of the Company, Mr. Vishal Seth fulfils the conditions for his appointment as an 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. Seth 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. Seth is annexed herewith in **Annexure-I**, 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 5:30 PM.

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

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

Item No. 2

To consider and approve adoption of new set of Memorandum of Association ("MOA") of the Company, as per Companies Act, 2013.

The existing Memorandum of Association ("MOA") of the Company is based on the erstwhile Companies Act, 1956. The alteration of MOA is necessary to bring the existing MOA in line with the Companies Act, 2013 (the "Act").



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The object clause and the liability clause of the existing MOA i.e., Clause III and Clause IV respectively, needs to be realigned as per Table A of Schedule I of the Act. Further, some editorial changes and insertions were also carried out in the MOA, to reflect the updated position under the Act in a lucid and coherent manner. In this regard, Members are requested to note that:

(a) The heading of the existing Clause III be and is hereby substituted and divided into two parts as under:

- Clause III (A)- The objects to be pursued by the Company on its incorporation are:
- Clause III (B)- Matters which are necessary for furtherance of objects specified in Clause III(A) are:

(b) Sub-clauses of existing Clause III (A) be retained under new Clause III (A).

(c) All sub-clauses 1 to 41 appearing under the existing Clause III (B) retained under new Clause III (B) as sub-clauses 1 to 41.

(d) The heading of existing Clause III (C) "Other objects" is deleted and all sub-clauses 1 to 21 appearing in the existing Clause III (C) be inserted as sub-clauses 42 to 62 under new Clause III (B).

(e) The existing 'Clause IV' i.e. "The Liability of the member(s) is limited" be and is hereby stands replaced with new 'Clause IV' i.e. "The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."

Members to take note that the Board of Directors of the Company ("the Board") at its meeting held on Thursday May 29, 2025, approved the above-mentioned adoption of new set of Memorandum of Association ("MOA") as per Act and recommended the same for the approval of the Members for adoption of altered MOA.

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

A copy of the Draft MOA is available on the website of the Company at <https://www.thehitechgears.com/shareholders-info.php> Alternately, Members may also send their requests for inspection of the draft MOA to secretarial@thehitechgears.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot till Tuesday, July 15, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions at Item No. 2 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

Item No. 3

To consider and approve the alteration in the Object clause of the Memorandum of Association of the Company.

Over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to the emergence of various new business opportunities, both in manufacturing and service sectors and in order to align with the evolving business strategy and ensure that the company can emerge into new growth opportunities, an alteration is proposed in the Object Clause of the Company's Memorandum of Association.



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Further, in the opinion of the Board of Directors of the Company ("the Board") this addition of new clause is proposed to reflect the Company's efforts to enhance its business activities and expand its operations to explore the opportunity in similar Industry framework.

Members to take note that the Board at its meeting held on Thursday, May 29, 2025, approved the alteration in the MOA by addition of New Object in the Main Object clause of the Company and recommended alteration of Object clause of MOA to enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations.

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

A copy of the Draft MOA is available on the website of the Company at <https://www.thehitechgears.com/shareholders-info.php> Alternately, Members may also send their requests for inspection of the draft MOA to secretarial@thehitechgears.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot till Tuesday, July 15, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions at Item No. 3 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.



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ANNEXURE-I

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. Vishal Seth
Directors Identification Number (DIN)	05136478
Date of Birth & Age	07/04/1973 & 52 Years (age)
Date of Initial appointment	25.04.2025
Terms and Conditions of appointment	Appointment as a Non-Executive Independent Director for a period of five years commencing from April 25, 2025, to April 24, 2030, not liable to retire by rotation.
Brief Profile (Qualification, Experience & Expertise)	<ul style="list-style-type: none">• Mr. Vishal Seth is a seasoned global leader with a distinguished and multifaceted educational and professional background. His academic credentials span globally renowned institutions, including executive education in Leadership from Harvard Business School, an MBA in Finance and Operations from the University of Michigan, and a Master of Science in Industrial Engineering from Penn State University. Additionally, he also holds a Bachelor of Engineering in Production Engineering from the University of Bombay & a Graduate Diamonds certification in Gemology from GIA, USA.• With over two decades of international leadership experience across the U.S., India, and Europe, Mr. Seth has successfully led organizations in sectors such as aerospace, automotive, industrial manufacturing, and consulting. He has held senior leadership roles at Spencer Stuart and Arconic India and served as Country Head for various business units at Alcoa. Throughout his career, he has demonstrated an exceptional ability to scale operations, drive strategic transformation, and lead talent and organizational development initiatives.• Currently, Mr. Seth serves as Director of Strategic Partnerships & Talent at The Convergence Foundation (TCF), where he plays a pivotal role in driving impact across a network of 20+ philanthropic foundations. His responsibilities include fundraising, developing high-value partnerships, and overseeing leadership and talent strategies at the CEO, CXO, and Board levels.• Mr. Seth brings deep expertise in corporate strategy, operations management, leadership development,



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	fundraising, and governance. He has a proven track record in revenue growth, cost optimization, and building cross-border business relationships, making him a valuable asset to any board seeking strategic insight, operational excellence, and strong leadership.
Relationship with Directors/KMP	None
Board Memberships of other Companies in past 3 years	NIL
Chairperson/Member of the Committee of the Board of Directors in past 3 years	NIL
Details of Remuneration last drawn	Commission and Sitting fee for attending Board meeting of the Company.
Number of Board meetings attended	1 (one)
Number of shares held in the Company	NIL
In case of Independent Director, the skills and capabilities required for the role	Mr. Vishal Seth has vivid experience of over two decades across various sectors such as aerospace, automotive, industrial manufacturing, and consulting. Mr. Seth's diverse background in corporate strategy, operations management, leadership development, fundraising, and governance positions offer valuable perspectives and guidance to the Company in its growth and governance.