

HI-TECH GEARS LIMITED

CIN- L29130RJ1986PLC004536

Regd. Off. : A-589, Industrial Complex, Bhiwadi - 301019 Distt. Alwar (Rajasthan)

Corp. Off. : Millennium Plaza, Tower - B, Sushant Lok - I,

Gurgaon - 122002 (Haryana)

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Passion to Succeed

NOTICE TO MEMBERS ANNUAL GENERAL MEETING, BOOK CLOSURE AND REMOTE E-VOTING

(A) Annual General Meeting (AGM) & Book Closure :

Notice is hereby given that 29th Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, 29th September, 2015 at 11.00 A.M. at registered office of the Company at A-589, Industrial Complex, Distt. Alwar, Bhiwadi, Rajasthan 301019 to transact the business as set out in the Notice dated 11th August, 2015.

The Notice of Annual General Meeting, Annual Report, Proxy Forms and Attendance Slips have been sent in electronic form to those members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent ('RTA')/Depository Participant unless, the members have requested for the hard copy of the same. Physical copies have been dispatched through permitted mode to all other members. The Company has completed all dispatches through e-mails and other permitted modes on 5th September, 2015. Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014 and Clause 16 of the Listing Agreement, the Register of members and Share Transfer Books of the Company will be remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).

(B) Remote E-voting:

Members of the Company be and are hereby informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration Rules), 2014 and the Listing Agreement, the Company has offered Remote e-voting facility for its members to cast their vote electronically on all the resolutions set forth in the Notice from a place other than venue of AGM through the platform of National Securities Depository Limited (NSDL). The details pursuant to the provisions of the Companies Act and the said Rules are given hereunder:

- (a) Date and time of Commencement of remote e-voting: Saturday, September 26, 2015 at 9.30 A.M.
- (b) Date and time of end of remote e-voting: Monday, September 28, 2015 at 5.00 p.m.
- (c) Cut-off date: Tuesday, 22nd September, 2015.
- (d) Remote e-voting by electronic mode shall not be allowed beyond 5.00 P.M. on 28th September, 2015
- (e) Notice of Annual General Meeting inter alia containing the procedures of e-voting, Annual report, Proxy forms and Attendance Slips, are available on the website of the Company at www.hitechgears.com and on the website of NSDL at www.evoting.nsd.com
- (f) Members who have acquired shares after the dispatch of the Notice of AGM and before the cut-off date may approach the RTA or Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- (g) At the AGM, facility for voting through ballot paper shall be made available and only the members as on the "cut off date" i.e. 22nd September, 2015 who have not casted their vote by remote e-voting shall be entitled to exercise their right to vote at the AGM through ballot paper.
- (h) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the AGM.
- (i) A Person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by Depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting or voting in the AGM.

The Company has appointed M/s. Don Banthia & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. For grievances/queries relating to e-voting members may write to the Mr. S.K. Khatri, Company Secretary, at the Registered Office of the Company at A-589, Industrial Complex, Bhiwadi- 301019, District Alwar, Rajasthan or email to secretarial@hitechgears.com

For Hi-Tech Gears Limited

Sd/-

S.K. Khatri

Company Secretary

FCS : F5459

Place:Gurgaon

Date: 7th September, 2015