

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of The Hi-Tech Gears Limited (Formerly known as Hi-Tech Gears Limited) will be held on Friday, 29th September, 2017 at 11.00 A.M at the registered office of the Company at A-589, Industrial Complex, Bhiwadi- 301019, District Alwar, Rajasthan to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Directors' and Auditors' thereon.
2. To confirm the payment of interim dividend & to declare the final dividend on equity shares.
3. To appoint a director in place of Mr. Pranav Kapuria (DIN 00006195), who retires by rotation and being eligible has offered himself for re-appointment.
4. To appoint a director in place of Mr. R.C Jain (DIN 00038529), who retires by rotation and being eligible has offered himself for re-appointment.
5. To appoint M/s O.P. Dadu & Co., Chartered Accountants, as Statutory Auditor of the Company and in this connection, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 & Rules made thereunder, M/s O.P. Dadu & Co., Chartered Accountants, (Firm Registration No. 001201N), be and are hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the sixth AGM to be held in the year 2022-2023 subject to their ratification by the shareholders of the Company at every AGM of the Company, at remuneration as may be determined by the Board of Directors of the Company and reimbursement of all out of-pocket expenses in connection with the audit of the accounts of the Company for the period of their appointment.”

SPECIAL BUSINESS:

6. **Approval of remuneration of Cost Auditor for the Financial year 2017-18**

To consider and if thought fit, to pass 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 accountant appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT Mr. Deep Kapuria, Executive Chairman and/or Mr. Pranav Kapuria, Managing Director and/or Mr. Anuj Kapuria, Whole Time Director and/or Mr. S.K. Khatri, Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. **Approval of fee for service of documents on members**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, consent of the members be and are hereby accorded to the Company that it may charge from a member, an amount upto Rs 100/- (Rupees One Hundred Only) per each document, over and above the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By order of the Board of
The Hi-Tech Gears Ltd.**

**S.K. Khatri
Company Secretary
Membership No: - F5459**

Place: New Delhi
Date: 04/08/2017

Registered Office:
A-589, Industrial Complex,
Bhiwadi, Dist. Alwar,
Rajasthan-301019



NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 (ten) % of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution.
3. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the Final Dividend for the financial year 2016-17.
4. If final dividend on shares is approved at the Annual General Meeting, payment of such dividend will be made to those members whose names appear in the Register of Members on September 29, 2017. 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 22, 2017, as per the details to be furnished by the depositories for this purpose
5. The relevant details under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent ("Registrar") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar.
7. Pursuant to the provision of Section 205A, 205C of the Companies Act, 1956 or Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, the amount of dividend which remain unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer of the amount to unpaid dividend account would be transferred to the "Investor Education and Protection Fund (IEPF)" constituted by the Central Government and the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund from the Company. The Company has initiated a list of members, entitled for such amount, the same is available at Company's website. Further all shares in respect of which dividends remain unclaimed for seven consecutive years or more, are also required to be transferred to IEPF. Thus, the shareholders who have not yet encashed their dividend warrants are requested in their own interest to write to the Company or its RTA (Mas Services Limited) immediately for claiming outstanding dividends declared by the Company for the year 2009-10 and onwards. The proposed date for the transfer of unclaimed final dividend by the Company for the year 2009-10 to IEPF is 2nd November, 2017.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 & other applicable provisions of the Companies Act, 2013 and Rules made thereunder.
9. 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.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
11. Electronic copy of the Annual Report for 2016-17 along with the Notice of the 31st Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose Email Ids are registered with the Registrar/ Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their Email Ids, physical copies of the Annual Report for the 2016-17 along with Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and

Proxy Form is being sent by other permissible modes.

12. 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 meeting and ending with the conclusion of the meeting, provided he has given to the Company a notice in writing of his intention to inspect not less than 3 (three) days' before the commencement of the meeting.
 13. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.thehitechgears.com. The physical copies of the documents will also be available at the Company's Registered Office for inspection during 11:00 A.M. to 1:00 P.M on any working day except Saturdays and Sundays upto the date of the meeting. Even after registering for ecommunication, 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@hitechgears.com.
 14. 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 DP for availing this facility.
 15. Route Map and details of Prominent Landmarks of the venue of the meeting is enclosed.
 16. Voting through electronic means:
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and as per Regulation 44(1) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting')
 - b. Ms. Akarshika Goel, Practicing Company Secretary and partner of M/s Grover Ahuja & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - c. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - e. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
 - f. The remote e-voting period commences on September 26, 2017 (9:00 a.m.) and ends on September 28, 2017 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote by remote e-voting.
 - g. The process and manner for remote e-voting are as under:
 1. **(I) In case of Members receiving e-mail from NSDL/RTA/Company (For those members whose e- mail addresses are registered with Company/ Depositories):**
 - (a) Open e-mail and open PDF file with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - (c) Click on Shareholder-Login.
 - (d) Put user ID and password as initial password noted in step (a) above. Click Login.
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (g) Select "EVEN" of "The Hi-Tech Gears Limited". and "EVEN" is 106861.
 - (h) Now you are ready for remote e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



- (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (l) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail email to scrutinizer@hitechgears.com with a copy marked to evoting@nsdl.co.in.

(II) In case of Members receiving Physical copy of Notice of 31st Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)

- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote evoting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 3. If you are already registered with NSDL for remote evoting then you can use your existing user ID and password/PIN for casting your vote.
 4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
 6. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited at info@masserv.com or sm@masserv.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 7. 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 at the AGM.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
9. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote evoting facility.
10. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hitechgears.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges.

STATEMENT ANNEXED TO THE NOTICE IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.6

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 2017-18 at a fee of upto Rs. 150,000/- plus Service Tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act 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, consent of the members is sought for passing an Ordinary Resolution as set out at item no.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors, 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. 6 of the Notice.

Your Directors recommend the resolution set forth in item no.6 for approval of the members as Ordinary Resolution.

Item No.7

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed.

Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Accordingly, the Board of Directors recommend that it

may charge from its members an amount up to Rs 100/- (Rupees One Hundred only) per each document, over and above the estimated actual expenses of delivery of the documents through a particular mode.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in this resolution.

The Board commends the Ordinary Resolution as set out at Item No. 7 of the accompanying Notice for approval of the Members.

**By order of the Board of
The Hi-Tech Gears Ltd.**

Place: New Delhi

Date: 04/08/2017

Registered Office:

A-589, Industrial Complex,
Bhiwadi, Dist. Alwar,
Rajasthan-301019

**S.K. Khatri
Company Secretary
Membership No: - F5459**



Annexure A

Particulars	Mr. Pranav Kapuria	Mr. R.C Jain
Directors Identification Number (DIN)	00006195	00038529
Date of Birth & Age	16/07/1975 42 years	22/12/1946 71 years
Date of Initial appointment	25/05/2000	10/08/2011
Date of current re-appointment	29/09/2017 (Being proposed)	29/09/2017 (Being proposed)
Experience & Expertise	<p>Mr. Pranav Kapuria is associated with the Company since 2000</p> <p>He is an expert in transforming traditional organization into a vibrant one through implementation of lean manufacturing program, which includes implementation of total quality Management, Total Productivity Management, Just-In-Time and Kaizen.</p> <p>He has rich experience of managing the business strategies & handling the companies of the organization. He has keen interest in Human Resource & Industrial Relation. He is also a certified black belt in six sigma manufacturing</p>	<p>Mr. Jain possesses a combination of the strategic thinking and perspective, along with sound operations experience.</p> <ul style="list-style-type: none"> • He was rated the best student of the session 1972-73 and was awarded 'Society of British Aerospace Company Award' at Cranfield University. • He served as Vice Chairman and Managing Director of Eicher Group and has rich 42 years experience. He has worked for Eicher Group at various senior levels for 25 years. • He was Chairman, Haryana State Council for one year; Chairman, Manufacturing Sub committee for four years; and Chairman HR Sub committee for year 2007-8 and 2008 -9. He has been invited by UNIDO and FAO on consultative Committees and also as a guest speaker to South Korea, Italy, etc.
Qualification	<ol style="list-style-type: none"> 1. A Bachelor of Commerce with Honors from Delhi University. 2. He holds Masters 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. 3. He has undergone industrial training in reputed Engineering Corporation in USA 	<ol style="list-style-type: none"> 1. B.Tech (Honors) in Mechanical Engineering (1968) from IIT. 2. Masters in Industrial Management (1973) from Cranfield University, UK

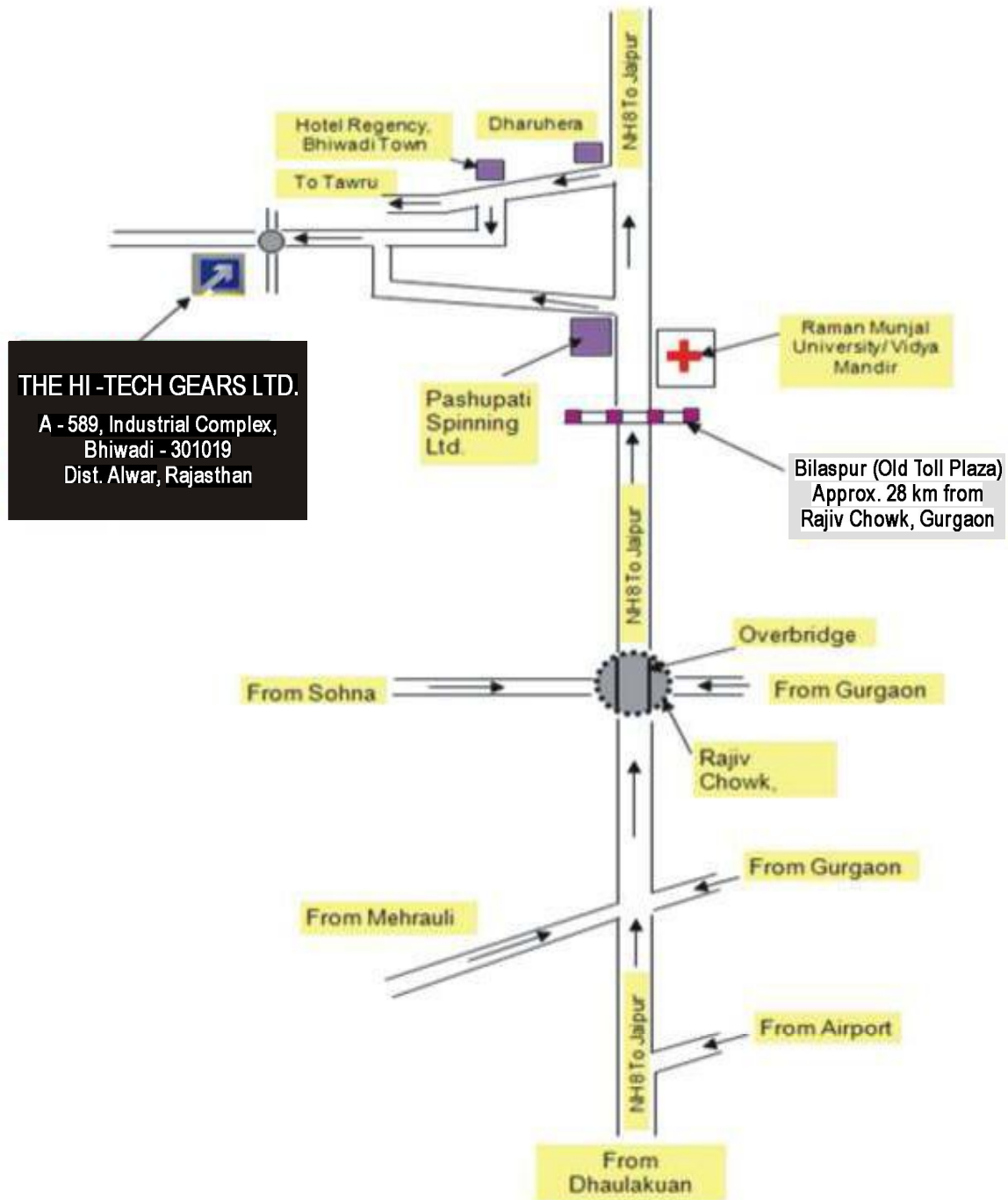
Annexure A

Board Membership of other Companies as on 31/03/2017	<ol style="list-style-type: none"> 1. The Hi-Tech Gears Limited 2. The Hi-Tech Robotic Systemz Limited 3. The Hitech and Associates Limited 4. Hi-Tech Portfolio Investments Limited 5. Hitech Esoft Engineering Private Limited 6. Manu Farms Private Limited 7. Automotive Component Manufacturers association of India 8. Cummins Sales & Services Private Limited 	<ol style="list-style-type: none"> 1. The Hi-Tech Robotic Systemz Limited 2. Minda Sai Limited 3. Frick India Limited 4. The Hi-Tech Gears Limited 5. Indoi Systems Private Limited 6. Modern Automotives Limited 7. Titagarh Agrico Private Limited
Chairman/Member of the Committee of the Board of Directors as on 31/03/2017	<p>The Hi-Tech Gears Limited CSR Committee (Member) Share Transfer Committee (Member) Finance Committee (Member)</p>	<p>Frick India Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility (Chairman) Stakeholder Relationship Committee (Member)</p> <p>Minda Sai Limited Audit Committee (Member) Corporate Social Responsibility (Member)</p> <p>Titagarh Agrico Private Limited Audit Committee (Member)</p> <p>The Hi-Tech Robotic Systemz Limited Corporate Social Responsibility Committee (Member)</p>
Number of shares held in the Company as on 31/03/2017	848102	-
Relationship with Directors	Mr. Deep Kapuria – Father Mr. Anuj Kapuria – Brother	None

1. Mr. R.C Jain was re-appointed as Non-Executive Director on 07th August 2014, which was confirmed at the 28th AGM held on 18.09.2014. His appointment is liable to retire by rotation.
2. Mr. Pranav Kapuria was re-appointed as Managing Director on 11th August 2015, which was confirmed at the 29th AGM held on 29.09.2015. His appointment is liable to retire by rotation.
3. For the purpose of Board and Membership of Committees/ Chairman, Indian Companies are considered.



Route Map





THE HI-TECH GEARS LIMITED

(FORMERLY KNOWN AS HI-TECH GEARS LIMITED)

Registered Office: - A-589, Industrial Complex, Bhiwadi- 301019, District Alwar, Rajasthan

CIN- L29130RJ1986PLC004536 website: - www.thehitechgears.com

Tel.: +91(124)4715100 Fax: +91(124)2806085

(Form 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:.....of.....,having an E-mail ID:....., failing him / her;

2.Name:.....of.....,having an E-mail ID:....., failing him / her;

3.Name:.....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 31st Annual General Meeting of the Company, to be held on Friday the 29th day of September, 2017 at 11:00 A.M. at registered office at A-589, Industrial Complex, Bhiwadi-301019, District Alwar, Rajasthan and at any adjournment thereof in respect of the resolutions as indicated below:

S. No.	Resolutions	No. of shares	for*	Against*
1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Director's and Auditor's thereon			
2	To confirm the interim dividend & to declare the final dividend on equity shares.			
3	To appoint a director in place of Mr. Pranav Kapuria (DIN 00006195) who retires by rotation and being eligible has offered himself for re-appointment			
4	To appoint a director in place of Mr. R.C Jain (DIN 00038529) who retires by rotation and being eligible has offered himself for re-appointment			
5	To appoint M/s O.P. Dadu & Co., Chartered Accountants, as Statutory Auditor of the Company			
6	Approval of remuneration of Cost Auditor for the financial year 2017-18			
7	Approval of fee for service of documents on members			

Signed this day of 2017.
(date) (Month)

Signature of Shareholder(s)

Signatures of:

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Affix
Revenue
Stamp

Notes:-

- Please put a 'v' 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 A-589, Industrial Complex, Bhiwadi-301019, District Alwar, Rajasthan at least 48 hours before the time of the Meeting.
* is optional. However, if you exercised the option, this may be treated as ballot form.