



NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of The Hi-Tech Gears Limited will be held on Friday, 27th September, 2019 at 11.00 A.M at the registered office of the Company at Plot No. 24-26, Sector-7, IMT Manesar, Gurgaon-122050, Haryana to transact the following businesses:

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, 2019, together with the Report of the Directors' and Auditors' thereon.
2. To confirm the payment of Interim Dividend and to declare the Final Dividend on equity shares for the financial year 2018-19.
3. 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:

4. Re-appointment of Mr. Sandeep Dinodia (DIN-00005395) as an Independent Director

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 provision of section 149, 152 and any other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Appointment & Qualification of Directors) Rules, 2014 & Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sandeep Dinodia (DIN – 00005395), who was appointed as Independent Director in 28th Annual General Meeting and who is eligible for re-appointment for another term of five years and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for another term of five consecutive years effective from September 18, 2019 till the date of 38th Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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 be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities."

5. Re-appointment of Mr. Anil Kumar Khanna (DIN – 00207839) as an Independent Director

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 provision of section 149, 152 and any other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Appointment & Qualification of Directors) Rules, 2014 & Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Khanna (DIN – 00207839), who was appointed as Independent Director in 28th Annual General Meeting and who is eligible for re-appointment for another term of five years and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director

of the Company, not liable to retire by rotation and to hold office for another term of five consecutive years effective from September 18, 2019 till the date of 38th Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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 be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities."

6. Re-appointment of Ms. Malini Sud (DIN: 01297943) as an Independent Director

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 provision of section 149, 152 and any other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Appointment & Qualification of Directors) Rules, 2014 & Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Malini Sud (DIN: 01297943), who holds the office as Independent Director upto February 11, 2020 and who is eligible for re-appointment for another term of five years and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for another term of five consecutive years effective from February 12, 2020 to February 11, 2025.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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 be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities."

7. Re-appointment of Mr. Vinit Taneja (DIN – 02647727) as an Independent Director

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 provision of section 149, 152 and any other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Appointment & Qualification of Directors) Rules, 2014 & Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinit Taneja (DIN – 02647727), who was appointed as Independent Director in 28th Annual General Meeting and who is eligible for re-appointment for another term of five years and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for another term of five consecutive years effective from September 18, 2019 till the date of 38th Annual General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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 be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities."

8. Re-appointment of Mr. Krishna Chandra Verma (DIN – 03636488) as an Independent Director

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 provision of section 149, 152 and any other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Appointment & Qualification of Directors) Rules, 2014 & Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Krishna Chandra Verma (DIN – 03636488), who was appointed as Independent Director in 28th Annual General Meeting and who is eligible for re-appointment for another term of five years and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for another term of five consecutive years effective from September 18, 2019 till the date of 38th Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Krishna Chandra Verma, who is proposed to be reappointed as Independent Directors of the Company aforesaid for an another period of 5 years and who will attain the age of 75 years during the term of his proposed tenure of Directorship as Independent Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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 be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities."

9. Re-appointment of Mr. Prosad Dasgupta (DIN – 00243254) as an Independent Director

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 provision of section 149, 152 and any other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Appointment & Qualification of Directors) Rules, 2014 & Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prosad Dasgupta (DIN – 00243254), who was appointed as Independent Director in 28th Annual General Meeting and who is eligible for re-appointment for another term of five years and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for another term of five consecutive years effective from September 18, 2019 till the date of 38th Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Prosad Dasgupta (DIN: 00243254), who is proposed to be reappointed as Independent Directors of the Company aforesaid for an another period of 5 years and who will attain the age of 75 years during the term of his proposed tenure of Directorship as Independent Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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 be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities."

10. Appointment of Mr. Neville D'Souza (DIN: 08536411) as Independent Director of the Company

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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), and the provisions of Articles of Association of the Company, Mr. Neville D'Souza (DIN- 08536411), who was appointed as an Additional Director in the capacity of Independent Director by the Board of Directors in their meeting held on August 14, 2019, to hold the office till the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years effective from August 14, 2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby 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 be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities."

11. To approve the payment of remuneration to Non-Executive Directors

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 SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as amended from time to time, Articles of Association of the Company and in accordance with the provisions of Companies Act, 2013 ('Act') and other applicable Laws, if any, consent be and is hereby accorded to the Board of Directors (including a duly constituted committee) to pay remuneration including commission, sitting fees for attending Board and Committee Meetings etc. to all the Non-Executive Directors including Independent Directors of the Company up to the maximum rate as mentioned/provided in above provisions, of the net profits of the Company in each financial year to be calculated in accordance with the provisions of Section 197, 198 & other applicable provision of the Act read with its Rules & Schedules made thereunder to be divided between such Directors in such manner as the Board of Directors (including a duly constituted Committee) may determine from time to time.



RESOLVED FURTHER THAT pursuant to the provisions of the Act read with its Rules & Schedules made thereunder, the Non-Executive Directors including Independent Directors be paid/reimbursed expenses for attending Board & Committee Meetings or for company work.”

12. Approval of remuneration of Cost Auditor for the financial year 2019-20

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 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, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps as may be necessary, proper or expedient to give effect to the above Resolution.”

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

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

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V (Part II, Section II) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the other statutory approvals, if any, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Deep Kapuria (DIN:00006185) as Chairman & Whole Time Director of the Company, 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, 2019 to September 30, 2022.

RESOLVED FURTHER THAT Mr. Deep Kapuria, Executive Chairman be paid the following remuneration effective from October 01, 2019, for a period of three years (i.e. October 01, 2019, to September 30, 2022):

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

From October 01, 2019 to Septemehr 30, 2020	Upto Rs.25.00 Million per annum
From October 01, 2020 to September 30, 2021	Upto Rs.30.00 Million per annum
From October 01, 2021 to September 30, 2022	Upto Rs. 36.00 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 up to 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 Company be and is hereby accorded to continue the employment of Mr. Deep Kapuria as Executive Chairman after attaining the age of 70 years.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make a proper remuneration package consisting of various component within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approval of the other authorities as may be applicable and to settle any question that may arise in relation thereto, in order to give effect to this resolution.”

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

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

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V (Part II, Section II) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the other statutory approvals, if any, approval of the Members of the Company be and is hereby accorded to 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, 2019 to September 30, 2022.

RESOLVED FURTHER THAT Mr. Pranav Kapuria, Managing Director of the Company be paid the following remuneration effective from October 01, 2019, for a period of three years (i.e. October 01, 2019, to September 30, 2022):

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

From October 01, 2019 to Septemehr 30, 2020	Upto Rs.16.00 Million per annum
From October 01, 2020 to September 30, 2021	Upto Rs. 20.00 Million per annum
From October 01, 2021 to September 30, 2022	Upto Rs. 24.00 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 up to 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 be and is hereby authorised to make a proper remuneration package consisting of various component within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approval of the other authorities as may be applicable and to settle any question that may arise in relation thereto, in order to give effect to this resolution.”

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

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

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company, pursuant to the provisions of

Sections 196, 197, 198 and 203 read with Schedule V (Part II, Section II) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the other statutory approvals, if any, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Anuj Kapuria (DIN:00006366) as Executive Whole Time Director of the Company to be designated as Executive Director, liable to retire by rotation, for a period of three years effective from October 01, 2019 to September 30, 2022.

RESOLVED FURTHER THAT Mr. Anuj Kapuria, Executive Director of the Company be paid the following remuneration effective from October 01, 2019, for a period of three years (i.e. October 01, 2019, to September 30, 2022):

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

From October 01, 2019 to September 30, 2020	Upto Rs.16.00 Million per annum
From October 01, 2020 to September 30, 2021	Upto Rs. 20.00 Million per annum
From October 01, 2021 to September 30, 2022	Upto Rs. 24.00 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 up to 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 be and is hereby authorised to make a proper remuneration package consisting of various component within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approval of the other authorities as may be applicable and to settle any question that may arise in relation thereto, in order to give effect to this resolution."

16. To approve continuation of payment of remuneration to Executive Directors who are Promoters pursuant to SEBI (LODR) (Amendment) Regulations, 2018

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

"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], approval of the Members be and is hereby accorded for payment of remuneration to one or more Executive Directors of the company, who are promoters of the Company, notwithstanding that the remuneration payable to them in any financial year exceeds the aggregate annual remuneration as per the limits stipulated under the said regulations, during the tenure of their appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Place: New Delhi
Date : August 14, 2019**

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

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



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 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.**
3. 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 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.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution to the Company, pursuant to Section 113 & other applicable provisions of the Companies Act, 2013 and Rules made thereunder.
5. 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. A proxy form for the AGM is enclosed.
6. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for annual closing and determining the entitlement of shareholders to the Final Dividend for the financial year 2018-19, as may be approved by the members at the meeting.
7. The Directors have recommended to the shareholders a final dividend @ 20%, i.e. Rs. 2.00 per equity share. If final dividend on shares is approved at the Annual General Meeting (AGM), payment of such dividend will be made to those members whose names appear in the Register of Members on September 27, 2019. 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 20, 2019, as per the details to be furnished by the depositories for this purpose.
8. The relevant details under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 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.
9. Pursuant to the SEBI Circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, every listed company has to update the Bank Account details and PAN of all the members of the Company. In view of above, members are requested to intimate changes, if any, pertaining to their name, postal address, email address (if any) telephone and mobile number, Permanent Account Number (PAN), mandates, nomination, power of attorney, Bank details such as, Name of the Bank and Branch, Bank Account Number, MICR code, IFSC code etc. to their respective Depository Participants (DPs) in case if share are held in electronic form. The Company or its Register and Share Transfer Agent (RTA)(Mas Services Limited) cannot act on any request received directly from members for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the members.
In case, members holding shares in physical form are requested to submit the changes in above particulars to the Company's RTA. The request form for providing the above details (in case if shares are in physical form) is available on website of the Company i.e. www.thehitechgears.com.
10. Pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, which provides that with effect from **December 05, 2018**, no request for transfer of securities shall be processed by the Company or RTA, as the case may be, until and unless the securities are held in the dematerialized form with a depository.
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.
11. 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 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.
Accordingly, in respect of Dividend for the financial year 2011-12 (Final Dividend) the shareholders who have not yet encashed their dividend warrants are requested in their own interest to write to the Company or its RTA (M/s Mas Services Limited) immediately for claiming outstanding dividends. The proposed date for the transfer of unclaimed final dividend for the year 2011-12 to IEPF by the Company is November 03, 2019. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules.
Further all shares, in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are also required to be transferred to IEPF Authority. Accordingly, the Company identified 4 cases, total consisting of 570 shares which are to be transferred to the demat account of IEPF Authority after following due process. A list of such cases is available on the company website.
12. 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.
13. As per the provision of Section 89 read with Section 90 of the Companies Act, 2013, the combined effect of both the sections is that 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 members 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.
14. 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.
15. Electronic copy of the Annual Report for 2018-19 along with the

Notice of the 33rd Annual General Meeting of the Company (including Attendance Slip and Proxy Form) are being sent to all the members whose email ids are registered with the Registrar/ Depository Participants(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 FY 2018-19 along with Notice of the 33rd 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.

16. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2018-19 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 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.
17. The SEBI (Listing Obligations and Disclosure Requirements) 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. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical 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.
18. 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 that not less than 3 (three) days of notice in writing is given to the Company before the commencement of the meeting.
19. Route Map and details of Prominent Landmarks of the venue of the meeting is annexed with this notice.
20. Voting through electronic means:
 - a. Pursuant to section 108 of the Companies Act, 2013 and the Rules framed thereunder and as per Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, 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 33rd AGM Notice of the Company. 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. The Company has fixed September 20, 2019 as the Cut –off Date for remote e-voting. The remote-evoting/ voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e, September 20, 2019 only. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
 - c. The remote e-voting period commences on September 24, 2019 (9:00 A.M. IST) and ends on September 26, 2019 (5:00 P.M. IST). 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 20, 2019, may cast their vote by remote e-voting. The E-voting module shall be disabled

by NSDL for voting after 05:00 p.m (IST) on September 26, 2019.

- d. Ms. Akarshika Goel, 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.
- e. 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.
- f. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.
- g. 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.
- h. 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):**
 - i. Open the PDF file attached to the email, using your Client Id/ Folio No. as password. The PDF file contains your User Id and Password for remote e-voting. Please note that the password provided in PDF file is 'Initial Password'.
 - ii. Launch internet browser and open <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for remote e-voting then you can use your existing User Id and Password/PIN for casting your vote.
 - v. If you are logging in for the first time, please enter the 'User Id' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - vi. Password change menu will appear. Change the 'Initial Password' with a new Password of your choice with minimum 8 digits/ characters or combination thereof. Note the new Password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - viii. Select 'EVEN' i.e. 111428 of '**THE HI-TECH GEARS LIMITED**'.
 - ix. Now you are ready for remote e-voting as 'Cast Vote' page opens.
 - x. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - xi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - xii. Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - xiii. 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 to scrutinizer@thehitechgears.com with a copy marked to evoting@nsdl.co.in.
 - (II) **In case of Members receiving Physical copy of Notice of 33rd Annual General Meeting (for members whose email IDs are**



not registered with the Company/Depository Participants(s) or requesting physical copy)

communicated to the Stock Exchanges.

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

Item No.4 to 9

Pursuant to the provisions of Section 149, Schedule IV and any other applicable provisions of Companies Act, 2013 ('Act') read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Sandeep Dinodia, Mr. Anil Kumar Khanna, Mr. Krishna Chandra Verma, Mr. Vinit Taneja and Mr. Prosad Dasgupta were appointed as an Independent Directors of the Company by the members at their 28th Annual General Meeting held on September 18, 2014 for a term of five consecutive years. Ms. Malini Sud was appointed as an Women Independent Director by the Board in its meeting held on February 12, 2015 and was confirmed as Director, by the shareholders in their meeting held on September 29, 2015.

In view of the aforesaid provision, the term of five consecutive years of the aforementioned Independent Directors have come to an end except of Ms. Malini Sud, who would complete her term as Independent Director on February 11, 2020. Based on recommendation of Nomination and Remuneration Committee (N&R Committee) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed their re-appointment as an Independent Director at this Annual General Meeting of the Company for second term of five years effective from September 18, 2019 till the date of 38th Annual General Meeting and re-appointment of Ms. Malini Sud as an Independent Director for second term of five years effective from February 12, 2020 to February 11, 2025, not liable to retire by rotation.

They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors. The Company has received notices under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Independent Director of the Company.

The Company has also received declaration(s) from them that they meet with the criteria of independence as prescribed under Section 149(6) of the Act & Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in terms of the recently notified Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prescribes that consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of re-appointment, Mr. Prosad Dasgupta and Mr. Krishna Chandra Verma will attain the age of seventy five years. The respective Special Resolutions once passed, shall also be regarded as your approval under the aforesaid Regulation, for continuation of Mr. Prosad Dasgupta and Mr. Krishna Chandra Verma as an Independent Directors beyond the age of seventy five years.

In the opinion of the Board, all the Directors aforesaid fulfill the conditions for appointment as an Independent Director as specified in the Act & SEBI Listing Regulations and are independent of the management. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday and Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of above mentioned as an Independent Directors. Accordingly, the Board recommends

- a. Initial password is provided in the communication leaf.
- b. Please follow all steps from Sr. No. (i) to Sr. No. (xiii) as mentioned in (I) above, to cast your vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting 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 e-voting 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 i.e. **Friday, September 20, 2019**.
6. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e. Friday, September 20, 2019 (end of day), may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company's Registrar - Mas Services Limited at info@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.

Note: If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option directly available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

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 e-voting 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.thehitechgears.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

the resolutions set forth in item no. 4 to 9 as the Special Resolution in relation to re-appointment of Independent Directors for another term of five consecutive years for the approval by the members of the Company.

Except, Mr. Sandeep Dinodia, Mr. Anil Kumar Khanna, Mrs. Malini Sud, Mr. Vinit Taneja, Mr. Krishna Chandra Verma and Mr. Prosad Dasgupta, being appointees in their respective resolutions, 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 in item no. 4 to 9.

The Brief profiles of the Directors are as under:-

Particulars	Mr. Sandeep Dinodia	Mr. Anil Kumar Khanna	Ms. Malini Sud	Mr. Krishna Chandra Verma	Mr. Vinit Taneja	Mr. Prosad Dasgupta
Directors Identification Number (DIN)	00005395	00207839	01297943	03636488	02647727	00243254
Date of Birth & Age	04/04/1962 57 Years	17/07/1953 66 Years	06/03/1956 63 Years	30/08/1949 70 years	15/10/1957 61 Years	26/02/1947 72 Years
Date of Initial Appointment	28/10/2002	17/09/1987	12/02/2015	12/11/2011	23/05/2009	14/02/2012
Experience & Expertise	<p>Mr. Dinodia has rich experience in the fields of Audits, Assurance, Regulatory and Financial Consulting. Additionally he possesses expertise in Direct & Indirect taxes, National & International taxations. He has more than thirty years experience in his areas of practice and has been instrumental in the setting up of various enterprises in India with the collaboration from International companies.</p> <p>He is the Chairman of Audit Committee and ensures the various Rules & Regulations mandated by Companies Act, 2013 and SEBI Listing Regulations are complied with.</p> <p>He provides valuable insights into how companies can grow, diversify, and prosper to maximize their shareholder's wealth.</p>	<p>Mr. Khanna having a wide base of clients in diverse business / industry segments. He has over 30 years of rich experience in managing business strategies, successfully as well as handling complexities of finances.</p> <p>Mr. Khanna has been associated with administration of various sports at regional / national and International levels for a very long time. His focus has mainly been in the administration of Tennis and he has long association with International Tennis Federation, Asian Tennis Association as well as All India Tennis Association.</p>	<p>Ms. Malini Sud, has rich experience in the fields of Corporate Law, regulatory matters, commercial transactions and contracts, sales tax and excise as well as aspects of civil litigation. Additionally, she regularly appears before all courts, tribunals and commissions in Delhi as well as before the Supreme Court of India. Ms. Sud specializes in international equity and debt offerings and has been engaged in the capital markets practice.</p> <p>She has been involved in innumerable civil and commercial litigations with broad experience in a wide range of substantive areas including International Commercial Arbitrations.</p> <p>Ms. Sud also has wide experience in strategic counsel, mergers and acquisitions, joint ventures, financing transactions, executive compensation and corporate governance matters.</p>	<p>He joined the Indian Police Service in 1971 and was selected to join the Intelligence Bureau in 1976. Over the next thirty years, he served in many states within the country as well as abroad. He headed the Narcotics Control Bureau from late 2005 till 2008. Mr. Verma also led several Indian delegations to bilateral and international conferences. During 2008, he was Secretary (Security) in the Cabinet Secretariat and supervised the security of the senior most leaders in the country and also functioned as Internal Security Adviser to the Union Home Minister. Before he retired, he headed the RAW in 2010. He is recipient of the Police Medal for Meritorious Service and the President's Police Medal for Distinguished Service.</p> <p>Mr. Verma has had vast exposure to organizational issues, including planning, personnel, administration and training. He has expertise in crisis management, systemic reforms, calibrated expansion and greater efficiency.</p>	<p>Mr. Taneja is the Founder of Tresonance Consulting, an organization engaged in leadership development and change management facilitation for organizations. Mr. Taneja has more than 18 years of experience in sales, supply chain, HR, customer service in reputed organizations like Metal Box, Johnson & Johnson, Gillette and Bharti Airtel. He also has a Consulting experience of 20 years in Institute of Quality Limited (IQL), Perna Centre of Learning and Tresonance Consulting. Mr. Taneja focuses on holistic personal well being and competency development of leaders through training and coaching, and developing and deploying long term institutional building strategies for his client organizations.</p>	<p>Mr. Dasgupta possess key competencies such as strategic international partnerships, acquisitions and mergers, leadership developments, managing the larger policy framing environment and interface with various Government Ministries. He has Public & Private Partnership framework by adapting the best of the public sector practices and private sector efficiencies.</p> <p>He was associated with Hero Honda as CFO of the Company from 1988 to 1997. Mr. Dasgupta also occupied the position of CFO in Essar Tele Holdings, Appollo Tyres.</p> <p>He joined Petronet-LNG Ltd. as Director (F&C) in 2003 & was elevated to MD & CEO in 2005.</p>
Qualification	1 Bachelor of Commerce from Shriram College of Commerce, Delhi University. 2. L.L.B. from Delhi University 3. Fellow member of the Institute of Chartered Accountants of India.	1. Economics Graduate from St. Stephen's College, Delhi University 2. Fellow Member of the Institute of Chartered Accountants of India 3. Fellow Member of the Institute of Chartered Accountants (England & Wales).	1. B.A. from Delhi University 2. LL.B from Faculty of Law, Delhi University.	1. Graduation from St. Stephen's College, University of Delhi. 2. Indian Police Service in 1971	1. Graduate in Mechanical Engineering from IIT Delhi 2. Post Graduate Diploma in Management from IIM Calcutta.	Fellow member of the Institute of Chartered Accountants of India



Particulars	Mr. Sandeep Dinodia	Mr. Anil Kumar Khanna	Ms. Malini Sud	Mr. Krishna Chandra Verma	Mr. Vinit Taneja	Mr. Prosad Dasgupta
Board Membership of other Companies as on 31/03/2019.	1. Ester Industries Limited	1. SU Sampark Private Limited 2. All India Tennis Association 3. Telecom Finance (India) Ltd. 4. JMD Exports Private Limited. 5. Asahi Components Limited 6. Aquarius Travels Pvt Ltd. 7. Chitra Utsav Video Pvt Ltd 8. ULL Securities Pvt Ltd 9. RLF Securities Pvt Ltd 10. Chene Capital Pvt Ltd	1. Capex Enterprises Private Limited. 2. Boutique Holdings Private Limited 3. Sterling Tools Limited	-	-	-
Chairman/Member of the Committee of the Board of Directors as on 31/03/2019	The Hi-Tech Gears Limited Audit Committee (Chairman) Nomination and Remuneration Committee (Member) Stakeholder Relationship Committee (Member) Ester Industries Limited Audit Committee (Chairman)	The Hi-Tech Gears Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholder Relationship Committee (Chairman)	Sterling Tools Limited Audit Committee (Member) Nomination and Remuneration Committee (Member)	The Hi-Tech Gears Limited Audit Committee (Member) Corporate Social Responsibility (Chairman)	The Hi-Tech Gears Limited Nomination and Remuneration Committee (Chairman) Stakeholder Relationship Committee (Member)	-
Number of shares held in the Company as on 31/03/2019	-	-	-	-	5600 Equity Shares	2000 Equity Shares
Relationship with Directors	None	None	None	None	None	None

Your Directors recommend the resolutions set forth in Item No. 4 to 9 for approval of the members as **Special Resolution**.

Item No. 10

The Board of Directors ("the Board"), upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Neville D'Souza as an Additional Director in the capacity of Independent Director. His appointment is effective from August 14, 2019 for a period of 5 (five) years not liable to retire by rotation. In first instance, he holds the office till the date of present meeting, but the members may appoint him as a regular director.

Nomination and Remuneration Committee has recommended his appointment as regular director. Further, the Company has received a Notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Neville D'Souza for the office of Director of the Company. Mr. Neville D'Souza is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Company has received a declaration from Mr. Neville D'Souza that he meets the criteria of independence as provided under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

A brief resume & additional information of Mr. Neville D'Souza is annexed herewith in **Annexure A**, mentioning therein the nature of his expertise in specific functional areas and the name of the companies in which he holds the position of a Director as per the Listing Regulations.

Copy of the draft letter for appointment having the term and conditions of appointment of Mr. Neville D'Souza as an Independent Director are open for inspection by Members at the Registered Office of the Company during normal working hours between 11.00 A.M. and 1.00 P.M. on all working days (except Saturdays & Sundays).

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Neville D'Souza fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Neville D'Souza is independent of the management and possesses

appropriate skills, experience & knowledge. His appointment as an Independent Director will be in the interest of the Company and the Company will be benefited with his contribution in the Board process, Governance and overall working.

He is not related to any other Director of the Company.

Your Directors recommend the resolution set forth in item no. 10 for approval by the members as an **Ordinary Resolution**.

Except Mr. Neville D'Souza, 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. 10 of the Notice

Item No.11

The Compliance of various provisions of corporate governance and Companies Act, 2013 ("the Act") requires the Non- Executive directors to devote extra time. They are required to formulate various strategies and policies in the interest of the Company.

Therefore, it has been prudent and fair to compensate the Non- Executive Directors for their services to the Company. It is proposed that the Non-Executive Directors may be paid commission, sitting fee and expenses for Company work upto maximum limit as mentioned in section 197 & 198 of the Act and Rules made thereunder as amended from time to time, for the period of their term of appointment. The net profit of the Company in each financial year to be calculated in accordance with the provisions of section 197, 198 and other applicable provisions of the Act & Rules made thereunder and other regulations, if any.

The members in their meeting held on September 18, 2014, approved, by way of Special resolution, payment of Commission to all Non-Executive Directors of the Company for a period of 5 years. Therefore, Company needs to renew the approval for payment to Non-Executive Directors.

The Board accordingly recommends to pass resolution set forth in item no. 11 as an **Ordinary Resolution**.

All the Non-Executive Directors may be considered interested or concerned in the resolution to the extent of commission, fees etc, they will receive.

Item No. 12

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 2019-20 at a fee of upto Rs. 0.15 million 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 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

Your Directors recommend the resolution set forth in item no. 12 for approval of the members as an **Ordinary Resolution**.

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. 12 of the Notice.

Item No.13

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 5 years. The appointment was effective from January 1, 2017. The approval for the same was accorded by the members in their 30th Annual General Meeting held on September 23, 2016.

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, in supersession to the earlier resolution passed by the same authority, 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.

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. Keeping in view the contribution made by Mr. Deep Kapuria since inception of the Company, your Board of Directors upon the recommendation of the Nomination & Remuneration Committee, in its meeting held on August 14, 2019, 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, 2019 subject to the approval of shareholders of the Company and other concerned statutory & other authorities, 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 Board of Directors of the Company recommends to continue the employment of Mr. Deep Kapuria as Executive Chairman after attaining the age of 70 years. He is founder director of the Company and associated with the company since inception. 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 after attaining the age of 70 years. Further, Mr Deep Kapuria 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are given in Annexure -B

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. 13 of the notice.

Your Directors recommend the resolution set forth in item no. 13 for approval of the members as **Special Resolution**.

Item No.14

Mr. Pranav Kapuria was re-appointed in his present term as Managing Director of the Company for a period of 5 years. The appointment was effective from August 1, 2015. The approval for the same was accorded by the members in their 29th Annual General Meeting held on September 29, 2015.

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, in supersession to the earlier resolution passed by the same authority, the reappointment and remuneration payable to Mr. Pranav Kapuria as Managing Director shall require a fresh approval of shareholders of the company.

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.

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, your Board of Directors upon the recommendation of the Nomination & Remuneration Committee, in its meeting held on August 14, 2019, 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, 2019 subject to the approval of shareholders of the Company and other concerned statutory & other authorities, if applicable.

Further, Mr Pranav Kapuria 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are given in Annexure -B

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. 14 of the notice.

Your Directors recommend the resolution set forth in item no. 14 for approval of the members as **Special Resolution**.

Item No.15

Mr. Anuj Kapuria was re-appointed in his present term as Executive Director of the Company for a period of 5 years. The appointment was effective from May 15, 2015. The approval for the same was accorded by the members in their 29th Annual General Meeting held on September 29, 2015.

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 Executive Whole Time Director 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, in supersession to the earlier resolution passed by the same authority, the re-appointment and remuneration payable to Mr. Anuj Kapuria as Executive Whole Time Director shall require a fresh approval of shareholders of the company.



In view of his experience & valuable contribution made by him towards the growth of the Company & the job responsibilities handled by Mr. Anuj Kapuria, your Board of Directors upon the recommendation of the Nomination & Remuneration Committee, in its meeting held on August 14, 2019, have considered & approved the re-appointment and remuneration payable to Mr. Anuj Kapuria as Executive Whole Time Director for a period of three years w.e.f. October 01, 2019 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 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are given in Annexure -B

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. 15 of the notice.

Your Directors recommend the resolution set forth in item no. 15 for approval of the members as **Special Resolution**.

Item No. 16

In terms of amended SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, (Listing Regulations), effective from 1st April, 2019, the remuneration payable to all Executive Directors, who are Promoters, shall be subject to the approval of the shareholders by way of special resolution if the aggregate annual remuneration to such Directors exceeds 5 (five) percent of the net profits of the Company in any financial year.

The shareholders have already approved remuneration payable to aforesaid Directors within the overall limit as prescribed as per Companies Act, 2013, which exceeds the limits of amended Listing Regulation. However, the amendment necessitates seeking fresh approval of the shareholders by way of special resolution for payment of remuneration beyond 5% to all Executive Directors.

The Board, therefore, recommends the **Special Resolution** as set out at Item No.16 for your approval.

Except Mr. Deep Kapuria, Mr. Pranav Kapuria, and Mr. Anuj Kapuria being Promoter Executive directors and relative to each other, none of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

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

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

**Place: New Delhi
Date: August 14, 2019**

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

ANNEXURE-A

Particulars	Mr. Anuj Kapuria	Mr. Neville D'Souza
Directors Identification Number (DIN)	00006366	08536411
Date of Birth & Age	26/08/1978, 41 years	28/04/1953, 66 years
Date of Initial appointment	30/05/2005	14/08/2019
Date of current re-appointment	27/09/2019 (being proposed)*	To be regularized in the ensuing annual general meeting.
Experience & Expertise	Mr. Anuj Kapuria began his professional career early as a Trainee Engineer with Hero Honda Ltd, where he was part of a team for maintaining the existing welding/painting robots and assisting with integration of new robots in their assembly line. He has come a long way in the field of computer vision, artificial intelligence and robotics. A technology freak, has to his credit, modernization of old plants, training, development & research in ongoing projects. He has also filed for more than 17 patents in India and abroad	Mr. Neville D'Souza is an experienced and successful outside-the-box strategic thinker with a comprehensive exposure to the functioning of business and government in the field of trade and investment development. He has an outstanding knowledge of international commerce across multi sectors and multi markets. His collaborative leadership style focused on achieving objectives through teamwork and to take projects through from concept to reality. He was awarded the "D" Group award for "Outstanding Export Achievement" presented by Mr. Derek Fatchett, former UK Minister of State for Foreign & Commonwealth Affairs. He was also elected member of the British Embassy Post Management Committee.
Qualification	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.	He has done Bachelor of Commerce from ST Joseph's College, Bangalore
Board Membership of other Companies as on 31/03/2019**	1. Manu Farms Private Limited 2. Chetana Inlease Pvt. Limited 3. Summit Inport Services Limited 4. Ultimate Fincap Limited 5. Vulcan Electro Controls Limited 6. The Hitech and Associates Limited 7. The Hi-Tech Robotic Systemz Limited 8. Novus Autotech Pvt. Ltd. (Formerly known as Hi-Tech Esoft Engineering Pvt. Ltd) 9. Hi-Tech Portfolio Investments Limited	-

Particulars	Mr. Anuj Kapuria	Mr. Neville D'Souza
Chairman/Member of the Committee of the Board of Directors as on 31/03/2019**	The Hi-Tech Gears Limited Audit Committee (Member) The Hi-Tech Robotic Systemz Limited Corporate Social Responsibility (Member) Vulcan Electro Controls Limited Audit Committee (Member)	-
Number of shares held in the Company as on 31/03/2019	844,062	NIL
Relationship with Directors	Mr. Deep Kapuria- Father Mr. Pranav Kapuria- Brother	None

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

* Mr. Anuj Kapuria was re-appointed as Whole Time Director on May 15, 2015, which was confirmed at the 29th Annual General Meeting held on September 29, 2015. His appointment is liable to retire by rotation.

ANNEXURE B

Statement/Disclosure as required under Part II, Section II of the Schedule V to the Companies Act, 2013 with respect to the Special Resolutions at Item No.13, 14 & 15 of this Notice

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 has already commenced.			
Financial Performance	The financial performance of the Company during the last three financial years is as under: (Amount in million except per share data)			
	Financial Parameters	Year ended 31.03.2017	Year ended 31.03.2018	Year ended 31.03.2019
	Total Revenue	4978.38	5515.70	6634.52
	Net Profit before Tax	325.79	483.87	531.22
	Net Profit after tax	208.75	319.12	354.84
	Paid Up Capital	187.68	187.68	187.68
	Other Equity	1956.73	2216.68	2494.11
	Dividend (Interim & Final)	51.61	51.61	65.69
Earnings Per Share (EPS)	11.12	17.00	18.91	
Financial Performance based on given indicators	The Company is a Tier-1 manufacturer of Auto components. Auto component industry is directly connected to the growth of automobile manufacturers (OEMs). Hence, Company's sales are impacted corresponding to growth of Indian Auto Component Industry			
Foreign Investments or Collaboration, if any	<p>The Company has nine Foreign Wholly Owned Subsidiaries namely:</p> <ol style="list-style-type: none"> 2545887 Ontario Inc., Canada 2504584 Ontario Inc., Canada 2323532 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 1.24 % (as on March 31, 2019). Further, the Company has no foreign collaboration/Joint Venture as on date.</p>			
II. Information About the appointee				
Particulars	Mr. Deep Kapuria	Mr. Pranav Kapuria	Mr. Anuj 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>	<p>Mr. Pranav Kapuria, aged 44 years is presently designated as Managing Director of the Company. He joined the company as a Whole Time Director-operations in the year 2000. 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>Mr. Anuj Kapuria born on 26th August, 1978, joined the Company in the year 2005.He was re-appointed as Executive (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>	



Particulars	Mr. Deep Kapuria	Mr. Pranav Kapuria	Mr. Anuj Kapuria																								
	<p>1. Bachelor of Engineering (Honors') from B.I.T.S., Pilani;</p> <p>2. Advance Management Programme from Indian Institute of Management, Ahmedabad</p> <p>3. Lead Assessor Course for ISO 9000 from P.E. Batalas Ltd., UK</p> <p>4. Owner Management Programme from Harvard Business School, USA</p> <p>Mr. Deep Kapuria has vast experience of decades in the industry and has been instrumental in the growth of the Company.</p>	<p>He has done Bachelor of Commerce with Honors from Delhi University, also 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.</p> <p>Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry</p>	<p>Mr. Anuj Kapuria has been contributing in the growth of the company through his enhanced knowledge in the field of Robotic & Artificial Intelligence.</p>																								
Past Remuneration	<p>The remuneration drawn by Mr. Deep Kapuria during the past three financial years is as under:</p> <table border="1"> <thead> <tr> <th>Financial year</th> <th>Amount in million</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>15.25</td> </tr> <tr> <td>2017-18</td> <td>24.11</td> </tr> <tr> <td>2018-19</td> <td>21.23</td> </tr> </tbody> </table>	Financial year	Amount in million	2016-17	15.25	2017-18	24.11	2018-19	21.23	<p>The remuneration drawn by Mr. Pranav Kapuria during the past three financial years is as under:</p> <table border="1"> <thead> <tr> <th>Financial year</th> <th>Amount in million</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>7.98</td> </tr> <tr> <td>2017-18</td> <td>12.45</td> </tr> <tr> <td>2018-19</td> <td>10.98</td> </tr> </tbody> </table>	Financial year	Amount in million	2016-17	7.98	2017-18	12.45	2018-19	10.98	<p>The remuneration drawn by Mr. Anuj Kapuria during the past three financial years is as under::</p> <table border="1"> <thead> <tr> <th>Financial year</th> <th>Amount in million</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td>7.27</td> </tr> <tr> <td>2017-18</td> <td>11.66</td> </tr> <tr> <td>2018-19</td> <td>10.25</td> </tr> </tbody> </table>	Financial year	Amount in million	2016-17	7.27	2017-18	11.66	2018-19	10.25
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Recognition and Awards	<p>Mr. Deep Kapuria has the distinction of being President of ACMA twice and has led various overseas CII/ ACMA Delegations including at WTO ministerial.</p> <p>He regularly represents Indian Industry at the Indian Government/Ministerial Business Delegation across the globe.</p> <p>He is Co-Chairman of CII Trade Fairs Council & Advance Manufacturing and Indo-UK Working Group-JETCO (Joint Economic and Trade Committee), Chairman of CII Regional Committee on Central Europe and Globalization Committee of ACMA and immediate past president of CII MSME Council.</p>	<p>Distinction in lean Manufacturing and TPM processes.</p> <p>Instrumental in achieving ACMA Export Awards for the Company.</p> <p>Responsible for the inorganic growth through acquisition of entities in US and Canada.</p>	<p>He has many registered patents in his name.</p> <p>Visiting faculty for Robotics at Crnegie Mallon university</p> <p>Young entrepreneur Award from Honorable Prime Minster of India.</p>																								
Job Profile & Suitability	<p>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.</p> <p>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.</p> <p>Mr. Deep Kapuria is a think tanker and plays a major role in providing thought leadership and strategic inputs to the Company.</p>	<p>Mr. Pranav Kapuria, Managing Director is vested with substantial powers of the Company under the superintendence, control and directions of the Board of Directors.</p> <p>The Company has been substantially benefitted by his vision, professional knowledge and managerial expertise and has made enormous progress.</p> <p>Your Company explored new avenues of further inorganic growth by way of mergers and also tapping new geographies, such as Canada and US. Despite headwinds being faced, Company made continued progress under his leadership.</p> <p>Considering the performance of existing projects and expansion plans, the Company is expected to register a growth in the years to come.</p>	<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.</p> <p>Mr. Anuj Kapuria is a technology freak, has to his credit, modernisation of old plant's training, development & research in ongoing projects.</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>																								

Particulars	Mr. Deep Kapuria	Mr. Pranav Kapuria	Mr. Anuj Kapuria	
	Under his vision and leadership, company has made its presence globally thru successful acquisition of some entities in Canada and the US. Company is not confined to only domestic manufacturing facilities and exposure to global environment will lead to strong growth opportunities.	He is devoting his full time in managing the business of the Company. He is, therefore, best suitable for the job.		
Remuneration Proposed (01/10/2019 to 30/09/2022)	Salary, Allowances & Perquisites (all together) not to exceed as under:	Salary, Allowances & Perquisites (all together) not to exceed as under:	Salary, Allowances & Perquisites (all together) not to exceed as under:	
	From 01.10.2019 to 30.09.2020	Upto Rs.25.00 million per annum	From 01.10.2019 to 30.09.2020	Upto Rs. 16.00 million per annum
	From 01.10.2020 to 30.09. 2021	Upto Rs. 30.00 million per annum	From 01.10.2020 to 30.09. 2021	Upto Rs. 20.00 million per annum
	From 01.10. 2021 to 30.09. 2022	Upto Rs. 36.00 million per annum	From 01.10. 2021 to 30.09. 2022	Upto Rs. 24.00 million per annum
Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed to be paid to the above appointees are in line with the remuneration paid to the managerial personnel in other Companies engaged in the similar Industry. Keeping in view their job profiles, positions and responsibilities remuneration being given or proposed is not even close to or higher than that prevailing in the market. The Nomination and Remuneration Committee while recommending the proposed resolution has taken into account all these factors.			
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, 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). Further, he is related to Mr. Pranav Kapuria, Managing Director and Mr. Anuj Kapuria, Whole Time Director of the Company as per the Companies Act, 2013 read with Rules made thereunder.	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). Further, he is related to Mr. Deep Kapuria, Executive Chairman and Mr. Anuj Kapuria, Whole Time Director of the Company as per the Companies Act, 2013 read with Rules made thereunder.	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). Further, he is related to Mr. Deep Kapuria, Executive Chairman and Mr. Pranav Kapuria, Managing Director of the Company as per the Companies Act, 2013 read with Rules made thereunder.	
Board Meeting Attended and Shareholding	During the year 2018-19, he attended 6 Board Meetings and is holding 31,17,461 (16.61%) equity shares of Rs. 10/- each.	During the year 2018-19, he attended 6 Board Meetings and is holding 8,48,102 (4.52%) equity shares of Rs. 10/- each.	During the year 2018-19, he attended 6 Board Meetings and is holding 8,44,062 (4.50%) equity shares of Rs. 10/- each.	
III. Other Information				
Reasons of Loss or Inadequate Profits	The Company has a consistent profit and dividend track record. The Company has registered a net profit of 354.84 million for the F.Y. March 31, 2019 despite the turmoil in the auto component segment. Currently, the Company is into growth phase and investing on additional capacity & technical knowledge build up. However, the financial performance of the Company is being impacted due to the slowdown in the Auto Industry and the Economy. Further, the challenges & risks which are discussed in Management Discussion & Analysis, despite of Company's best efforts, the Company may not be able to earn adequate profits for some time to come.			
Steps taken or proposed to be taken for improvement	The Company is taking series of strategic and operational measures to tackle the adverse market scenario and to improve the profitability. Following measures has been adopted to improve the profitability: <ul style="list-style-type: none"> • Widening of customer base and better market penetration, especially in overseas market. • Conscious effort to develop products/customers base in alternate market segments. • Technology upgradation by way of investing in state of the art machinery to meet stringent quality requirements of customers. • Focus on significant improvements in operating costs. • Cost control in all areas • Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand from OEMs • Improvement in export sales • Improving the quality of product to make to competitive in Indian and overseas market 			
Expected increase in Productivity and Profits in Measurable Terms	The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the revenues & to improve the Profitability in the coming years.			
IV. DISCLOSURES				
The requisite disclosures of remuneration package, details of fixed component and performance linked incentive etc are duly disclosed in the Board of Director under the heading of 'Corporate Governance' forming part of Annual Report. At present, there is no stock option scheme available in the Company.				



THE HI-TECH GEARS LIMITED

Registered Office: - Plot No. 24-26, Sector-7, IMT Manesar, Gurgaon Haryana 122050
CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com
Tel.: +91(124)4715100, Fax: +91(124)2806085, 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: 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 33rd Annual General Meeting of the Company, to be held on Friday the 27th day of September, 2019 at 11:00 A.M. at registered office at Plot No. 24-26, Sector-7, IMT Manesar, Gurgaon 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 Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Director's and Auditor's thereon – Ordinary Resolution			
2	To confirm the interim dividend & to declare the final dividend on equity shares for the financial year 2018-19 – Ordinary Resolution			
3	To appoint a director in place of Mr. Anuj Kapuria (DIN-00006366) who retires by rotation and being eligible has offered himself for re-appointment – Ordinary Resolution			
Special Business:				
4	Re-appointment of Mr. Sandeep Dinodia (DIN-00005395) as an Independent Director – Special Resolution			
5	Re-appointment of Mr. Anil Kumar Khanna (DIN – 00207839) as an Independent Director – Special Resolution			
6	Re-appointment of Ms. Malini Sud (DIN: 01297943) as an Independent Director – Special Resolution			
7	Re-appointment of Mr. Vinit Taneja (DIN – 02647727) as an Independent Director – Special Resolution			
8	Re-appointment of Mr. Krishna Chandra Verma (DIN – 03636488) as an Independent Director – Special Resolution			
9	Re-appointment of Mr. Prosad Dasgupta (DIN – 00243254) as an Independent Director – Special Resolution			
10	Appointment of Mr. Neville D'Souza (DIN:08536411) as Independent Director of the Company – Ordinary Resolution			
11	To approve the payment of remuneration to Non-Executive Directors – Ordinary Resolution			
12	Approval of remuneration of Cost Auditor for the financial year 2019-20 – Ordinary Resolution			
13	Re-appointment & Remuneration of Mr. Deep Kapuria (DIN-00006185) as Chairman & Whole Time Director of the Company to be designated as Executive Chairman – Special Resolution			
14	Re-appointment & Remuneration of Mr. Pranav Kapuria (DIN-00006195) as Managing Director – Special Resolution			
15	Re-appointment & Remuneration of Mr. Anuj Kapuria (DIN-00006366) as Executive Director – Special Resolution			
16	To approve continuation of payment of remuneration to Executive Directors who are Promoters pursuant to SEBI (LODR) (Amendment) Regulations, 2018 – Special Resolution			

Signed this day of 2019.
(Date) (Month)

Signature of the Shareholder(s)

Signatures of:

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Affix
Revenue
Stamp

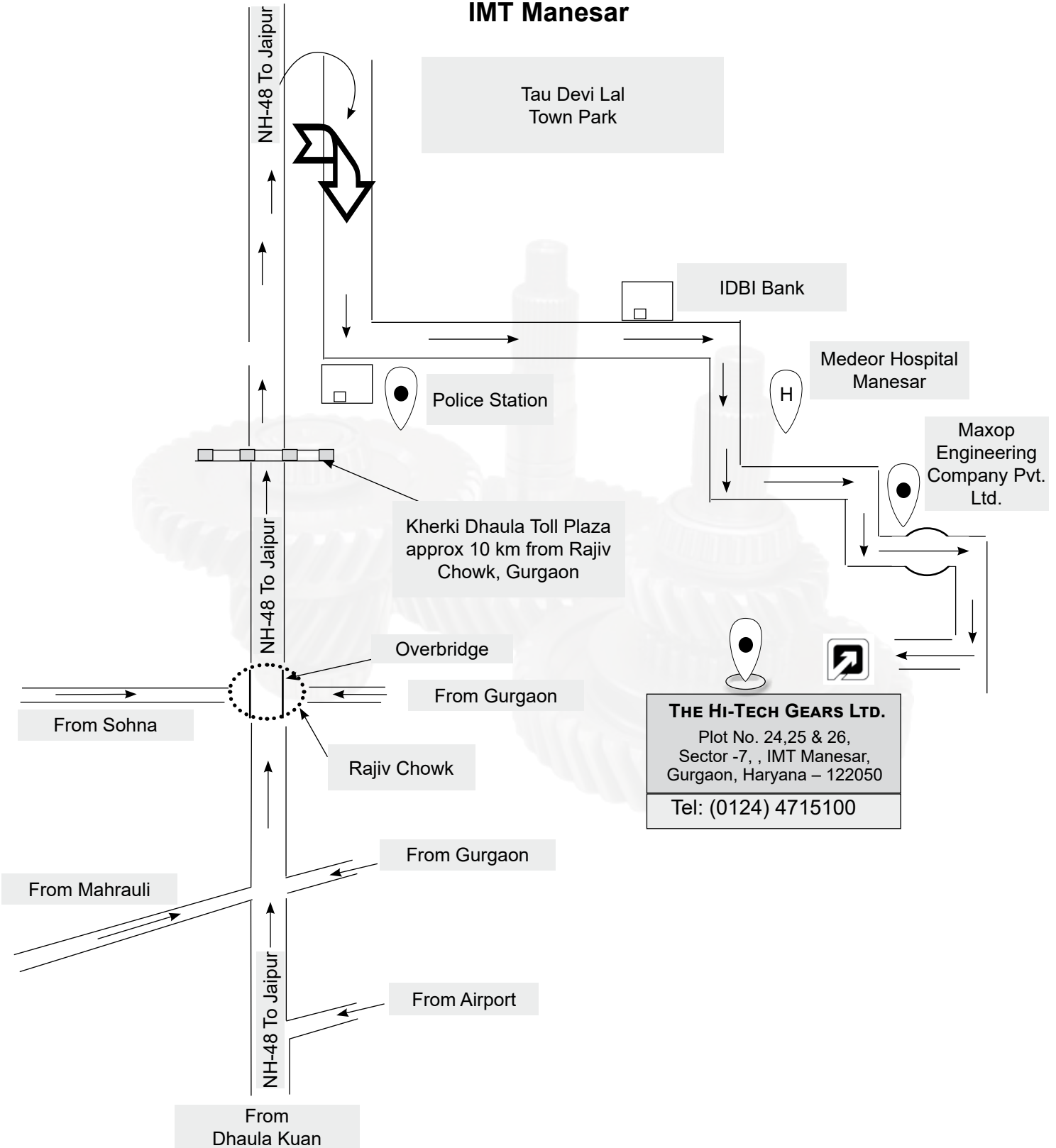
Notes:-

- *1. Please put a '√' 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.
2. Proxy needs 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.
3. 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-,26, Sector-7, IMT Manesar, Gurgaon Haryana 122050 at least 48 hours before the time of the Meeting.



ROUTE MAP

IMT Manesar



NOTES

