



NOTICE

NOTICE is hereby given that the 37th Annual General Meeting (“AGM”) of the Members of M/s The Hi-Tech Gears Limited will be held on Thursday, September 28, 2023 at 12:00 Noon (IST) at the registered office of the Company at Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurugram, Haryana-122050 along with the facility to attend the AGM through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following 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, 2023, together with the Reports of the Directors’ and Auditors’ thereon.
2. To declare the final dividend @ 25% i.e. Rs. 2.50/- (Rupees Two and Fifty Paise Only) per equity share for the financial year 2022-2023 as recommended by Board of Directors.
3. To appoint a Director in place of Mr. Anant Jaivant Talaulicar (DIN-00031051), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anuj Kapuria (DIN-00006366), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Approval of remuneration of Cost Auditor for the financial year 2023-24

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 2023-24, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

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

**Place : Gurugram
Date : August 14, 2023**

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

Registered Office:

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

NOTES:

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

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

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

1A Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circular”) and Securities and Exchange Board of India (SEBI), vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, the AGM of the Company can be attended by the members through VC or OAVM mode.

Hence, those shareholders who are unable to attend the meeting physically may attend the meetings through VC or OAVM.

2. A Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Participation of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act along with members physically present at the AGM Venue.
4. Corporate Members are requested to send the details of their authorized representatives along with a duly certified copy of the Board Resolution to attend this meeting and to vote through remote e-voting in pursuant to Section 113 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The said Resolution/ Authorization shall be sent electronically by email to the Scrutinizer at its registered e-mail address nirbhaykumar77@gmail.com.
5. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting and e-Voting during the Annual General Meeting for participation in the meeting through VC/ OAVM.
6. The facility of joining the AGM through VC/OAVM mode will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM i.e. from 11:45 A.M to 12:15 P.M. and will be available on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnel, senior personnel, auditors etc.
7. The Board of Directors of the Company has recommended to the shareholders a final dividend @25% i.e. Rs. 2.50 (Rupees Two and

Fifty Paise Only) per equity share. If final dividend on shares is approved at the ensuing AGM, payment of such dividend will be made to those members, whose names appear in the Register of Members on September 21, 2023. 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 21, 2023 as per the details furnished by the depositories.

8. 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 shall remain closed from September 22, 2023 to September 28, 2023 (both days inclusive) for the purpose of payment of final dividend, if approved by the shareholders.
9. The Secretarial Auditor's Certificate certifying that the ESOP Scheme is being implemented in accordance with Regulation 13 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and in accordance with the Resolution of the Shareholders of the Company and Nomination & Remuneration Committee of the Board of Directors.
10. Pursuant to Finance Act, 2020 Dividend income will be taxable in the hands of the shareholder w.e.f 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to members at prescribed rates in the Income Tax Act, 1961. In general, to enable compliance with TDS requirements members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their depository participant or in case shares are held in physical form, with the Company. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received does not exceeds Rs. 5000/- (Rupees Five Thousand Only). Members are requested to write to the RTA at investor@masserv.com for any queries/ questions in this regard.
11. The relevant details under Regulation 36(3) of SEBI (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/reappointment.
12. The Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, contact detail, KYC (complete address with pin-code), bank detail with MICR-Code & IFSC no., Email-ID, Mobile Number), Nomination details and specimen signature to the Registrar and Transfer Agent ('RTA') of the Company effective from January 01, 2022. Registrar will not process, any service requests or complaints received from the shareholder until unless abovementioned Pan, KYC detail and nomination details are completed by shareholder and such shareholders holding will be freeze by RTA on or after October 01, 2023. Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

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

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

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

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

Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its circular dated January 25, 2022, has mandated the listed entities to issue securities for the following request in dematerialized form:-

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

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

14. Pursuant to the provision of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer of the amount to unpaid dividend account would be eligible for transfer to the "Investor Education and Protection Fund (IEPF)" constituted by the Central Government and thereafter, the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund from the Company.
15. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16 (Interim Dividend) to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Subsequently, all shares in respect of which dividends remain unclaimed/ unpaid for seven consecutive years or more are also transferred to IEPF Authority.
16. Adhering to various requirements set out in the IEPF Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such members whose shares are transferred to IEPF Account on its website at www.thehitechgears.com.
17. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares



shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participants for availing this facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

18. As per the provision of Section 89 read with Section 90 of the Companies Act, 2013, every person who is holding a beneficial interest in the shares of the Company shall submit his/her declaration to the Company in the prescribed form and thereafter the Company shall intimate to the Registrar in the prescribed form along with such declaration.

For the purpose of the above provisions every person means an individual who holds, directly or indirectly, beneficial interest of not less than 10% in the shares of the Company. Therefore every 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.

19. 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.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

20. In Compliance with the MCA Circulars dated January 15, 2021 and SEBI Circular January 5, 2023, May 13, 2022 and May 12, 2020, notice of AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository. Members may note that the notice of AGM and Annual Report 2022-23 will also be available on the Company's website at <https://www.thehitechgears.com/investors.php>, website of the Stock Exchanges where the shares of the company are listed i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.
21. The shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting details could not be serviced, for receiving all communications(including Annual Report) members may send a signed request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/ copy of share certificate (in case of physical folio) via e-mail at the e-mail id investor@masserv.com or secretarial@thehitechgears.com for obtaining the Annual Report and Notice of AGM of the Company.
22. The physical copies of the documents will also be available at the Company's Registered Office for inspection during 11:00 A.M. to 5:00 P.M on any working day except Saturdays and Sundays upto the date of the AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@thehitechgears.com.
23. 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.

24. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the meeting, provided that not less than 3 (three) days of notice in writing is given to the Company before the commencement of the AGM.

25. Route Map and details of Prominent Landmarks of the venue of the meeting is annexed with this notice.

26. Instruction for e-voting/ voting through ballot paper and joining the AGM are as follows: -

- 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 37th 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').
- The Company has fixed September 21 2023, as the Cut-off Date for remote e-voting. The remote e-voting / 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 21, 2023 only. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
- The remote e-voting period commences on Monday, September 25, 2023 (9:00 A.M. IST) and ends on Wednesday, September 27, 2023 (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 i.e. Thursday, September 21, 2023, 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 Wednesday, September 27, 2023.
- Mr. Nirbhay Kumar, proprietor of M/s Nirbhay Kumar & Associates, Practicing Company Secretary (COP No: 7887) have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 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.
- Members can opt for only one mode of voting, i.e., either by Ballot paper or remote e-voting or through E-Voting during the AGM (where the members attending the meeting through VC or OAVM). In case Members cast their votes through any of the mode, voting done by remote e-voting shall prevail and votes cast through Ballot Form or e-voting shall be treated as invalid.

STEP 1:- Access to NSDL e-Voting system

(A) Login method for e-voting and joining the AGM for individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 09,2020, on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If the user is already registered for NSDL IDeAS facility, please visit the e-services website of NSDL Viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User Id and Password. After successful authentication, you will be able to see e-Voting page, click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e- Voting period or joining meeting through Video Conferencing & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E-voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest ,option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43



Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to e-voting websites?

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4) Your User ID details are given below:

For Members holding shares in Physical Form	Your User ID is:
	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 125349 then user ID is 125349001***

- 5) Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) **How to retrieve your 'initial password'?**
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

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

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select "**EVEN NO.- 125349**" of **The Hi-Tech Gears Limited** to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3) Now you are ready for e-Voting as the Voting page opens
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@thehitechgears.com With a copy marked to evoting@nsdl.co.in.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in or to our RTA at investor@masserv.com

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

- 1) In case shares are held in physical mode please send a signed request letter with Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or secretarial@thehitechgears.com.
- 2) In case shares are held in demat mode, please update your email ID with your depository and provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, updated client master to investor@masserv.com or secretarial@thehitechgears.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 3) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@thehitechgears.com. The same will be replied by the company suitably.
- 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.

STATEMENT ANNEXED TO THE NOTICE OF THE ANNUAL GENERAL MEETING DATED AUGUST 14, 2023 IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: -

Item No. 5

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 2023-24 at a fee of upto Rs. 0.125 million plus applicable 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 2023-24.

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

Your Directors recommend the resolution set forth in item no. 5 of the notice for approval of the members as an **Ordinary Resolution**.



Details of Mr. Anant Jaiyant Talaulicar, liable to retire by rotation, seeking re-appointment at the Meeting (Refer Item No.3) :-

Particulars	Mr. Anant Jaivant Talaulicar
Directors Identification Number (DIN)	00031051
Age	62 years
Date of Initial appointment	21/05/2018
Date of current re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Anant Jaivant Talaulicar was appointed on the Board on May 21, 2018 and as he is liable to retire by rotation, he was re-appointed at the 35 th AGM held on September 29, 2021. Being eligible, he has now offered himself for re-appointment.
Experience & Expertise	<p>Mr. Anant Jaivant Talaulicar is a Master of Mechanical Engineering and Master of Business Administration. He has rich experience in the Engineering field, Corporate Strategy and General Management. He served as a financial analyst and held manufacturing engineering and product management positions in the Engine Business Unit. The Company stands to benefit from his experience and expertise.</p> <p>He became Chairman & Managing Director of Cummins India in 2004.</p> <p>He also served as a member of the Confederation of Indian Industries, Society of Indian Automobile Manufacturers and Automobile Components Manufacturers Association.</p>
Qualification	<ol style="list-style-type: none"> 1. Masters in Engineering from the University of Michigan. 2. Masters in Business Administration from Tulane University.
Board Membership of other Companies as on 31/03/2023**	<ol style="list-style-type: none"> 1. KPIT Technologies Limited 2. Ethan Natural Bio-Fuel Private Limited 3. India Nippon Electricals Limited 4. Everest Industries Limited 5. Jakson Engineers Limited 6. Jakson Limited 7. Endurance Technologies Limited 8. Pinnacle Industries Limited 9. Jakson Green Private Limited
Chairman/Member of the Committee of the Board of Directors as on 31/03/2023**	<p>KPIT Technologies Limited Audit Committee – Member Nomination & Remuneration (HR) Committee - Chairman and Member Corporate Social Responsibility Committee – Chairman and Member Risk Management Committee - Member</p> <p>Everest Industries Limited Audit Committee – Member Nomination & Remuneration (HR) Committee – Member Risk Management Committee – Member</p> <p>India Nippon Electricals Limited Audit Committee – Member Nomination & Remuneration (HR) Committee – Member Risk Management Committee – Chairman and Member</p> <p>Jakson Engineers Limited Nomination & Remuneration (HR) Committee - Chairman and Member Audit Committee – Member</p> <p>Jakson Limited Nomination & Remuneration (HR) Committee - Chairman and Member Audit Committee - Member</p>
Details of Remuneration and remuneration last drawn	Details mentioned in the Corporate Governance Report forming part of Board's Report
Number of Board meetings attended during the year	Details mentioned in the Corporate Governance Report forming part of Board's Report
Number of shares held in the Company as on 31/03/2023	NIL
Relationship with Directors	None

Details of Mr. Anuj Kapuria, liable to retire by rotation, seeking re-appointment at the Meeting (Refer Item No.4) :-

Particulars	Mr. Anuj Kapuria
Directors Identification Number (DIN)	00006366
Age	45 years
Date of Initial appointment	30/05/2005
Date of current re-appointment	September 29, 2022
Experience & Expertise	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. 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. Mr. Anuj Kapuria has been contributing in the growth of the company through his enhanced knowledge in the field of Robotic Artificial Intelligence and automation
Qualification	Master's degree in Robotics with specialization in Computer Vision, Artificial Intelligence and Intelligent Robotics from Carnegie Mellon University (CMU), U.S.A.
Board Membership of other Companies as on 31/03/2023**	<ol style="list-style-type: none"> 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 Hitech Robotic Systemz Pvt. Ltd. 9. Hi-Tech Portfolio Investments Limited
Chairman/Member of the Committee of the Board of Directors as on 31/03/2023**	<p>The Hi-Tech Gears Limited Audit Committee (Member) Share Transfer Committee (Member)</p> <p>The Hi-Tech Robotic Systemz Limited Corporate Social Responsibility (Member)</p> <p>Vulcan Electro Controls Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility (Member)</p>
Details of Remuneration and remuneration last drawn	Details mentioned in the Corporate Governance Report forming part of Board Report
Number of Board meetings attended during the year	Details mentioned in the Corporate Governance Report forming part of Board Report
Number of shares held in the Company as on 31/03/2023	844062
Relationship with Directors	Mr. Deep Kapuria- Father Mr. Pranav Kapuria- Brother

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

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

Place : Gurugram
Date : August 14, 2023

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

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



The Hi-Tech Gears Limited

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

CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com

Tel.: +91(124)4715200, e-mail id: secretarial@thehitechgears.com

FORM NO. MGT-11

PROXY FORM

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

Name of the member(s):

Registered Address:

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

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

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

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

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

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Thursday the 28th day of September, 2023 at 12:00 Noon at the registered office Plot No. 24,25,26, Sector-7, IMT Manesar, Gurugram, Haryana-122050 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	No. of shares	For*	Against*
Ordinary Business:				
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Directors' and Auditors' thereon.			
2	To declare the final dividend @ 25% i.e. Rs. 2.50/- (Rupees Two and Fifty Paise Only) per equity share for the financial year 2022-2023 as recommended by Board of Directors.			
3	To appoint a Director in place of Mr. Anant Jaivant Talaulicar (DIN-00031051), who retire by rotation and being eligible, offers himself for re-appointment.			
4	To appoint a Director in place of Mr. Anuj Kapuria (DIN-00006366), who retire by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
5	Approval of remuneration of Cost Auditor for the financial year 2023-24			

Signed this day of..... 2023.

(Date)

(Month)

Affix
Revenue
Stamp

Signature of the Shareholder(s)

Signatures of:

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Notes:-

*1. Please put a "tick" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.

1. Proxy need not to be a member of the Company. A person can act as proxy on behalf of for a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at Plot No. 24,25,26 Sector- 7, IMT Manesar, Gurugram, Haryana 122050 at least 48 hours before the time of the Meeting.



ROUTE MAP

