



# THE HI-TECH GEARS LTD.

CIN - L29130HR1986PLC081555

Corporate Office: Millennium Plaza, Tower-B, Sushant Lok-1, Sector-27, Gurugram -122009,  
Haryana, INDIA Tel.: +91(124) 4715100 E-mail: [secretarial@thehitechgears.com](mailto:secretarial@thehitechgears.com)

**Date: August 28, 2024**

The Manager,  
Listing Department,  
National Stock Exchange of India Limited,  
"Exchange Plaza", C-1, Block – G  
Bandra – Kurla Complex,  
Bandra (E), Mumbai – 400051,  
**Symbol: HITECHGEAR**

The Manager,  
Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001,  
**Scrip Code: 522073**

**Subject: Intimation for 38<sup>th</sup> Annual General Meeting (AGM) and Notice of AGM of the Company**

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 38<sup>th</sup> Annual General Meeting ('AGM') of The Hi-Tech Gears Limited ('Company') scheduled to be held on Thursday, September 26, 2024 at 05:00 P.M. (IST) at the Registered office of the Company at Plot No. 24,25, 26, Sector-7, IMT Manesar, Gurugram-122050, Haryana along with the facility to attend the AGM through Video Conferencing ('VC') or other audio visual means (OAVM').

The said Notice also forms part of the 38<sup>th</sup> Annual Report of the Company for the Financial Year 2023-24. The Notice of the AGM is also available on the website of the Company at [www.thehitechgears.com](http://www.thehitechgears.com).

You are kindly requested to take the above information on record and oblige.

Thanking you  
Yours faithfully,  
**For The Hi-Tech Gears Limited**

**(Naveen Jain)**  
**Company Secretary & Compliance Officer**  
**Membership No. A15237**

**Encl: as above**

[www.thehitechgears.com](http://www.thehitechgears.com)

Works I: A-589, Industrial Complex, Bhiwadi - 301 019 Rajasthan INDIA Tel.: +91(1493) 265000  
Regd. Office & Works-II: Plot No. 24,25,26 Sector-7, IMT Manesar - 122050 Gurugram, Haryana INDIA Tel.: +91 (124) 4715200

Works-III: Plot No. SP-146A, Industrial Complex, Bhiwadi - 301019 Rajasthan INDIA  
Subsidiaries: The Hi-Tech Gears Canada. Inc. 361, Speedvale Ave W. Guelph, ON N1H 1C7, CANADA  
Teutech LLC. 227, Barton St. Emporium. PA 15834, USA



## **NOTICE**

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting (“AGM”) of the Members of M/s The Hi-Tech Gears Limited will be held on Thursday, September 26, 2024 at 5:00 P.M. (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 business:

### **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, 2024, together with the Reports of the Directors’ and Auditors’ thereon.
2. To declare the final dividend @ 50% i.e. ₹ 5.00/- (Rupees five Only) per equity share of ₹ 10 each for the financial year 2023 -2024 as recommended by Board of Directors.
3. To appoint a director in place of Mr. Bidadi Anjani Kumar (DIN:00022417), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Pranav Kapuria (DIN: 00006195), 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 2024-2025**

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 Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2024-2025, 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.”

#### **6. Appointment And Remuneration of Mr. Girish Narang (DIN-09518880) as Whole Time Director & Key Managerial Personnel designated as “Executive Director” of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160, 196 and 203 of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time, the consent of the shareholders be and is hereby accorded for the appointment and terms of remuneration of Mr. Girish Narang (DIN-09518880) as a Whole-Time Director and Key Managerial Personnel designated as “Executive Director” of the company for a period of three (3) years, effective from August 6, 2024 to August 05, 2027, upon the terms and conditions as recommended by the Nomination and Remuneration Committee (“NRC”) and approved by the Board of Directors (“Board”) and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of Director as Whole Time Director & Key Managerial Personnel designated as “Executive Director” of the Company, being liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Act, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable provisions of SEBI LODR Regulations, Mr. Girish Narang (DIN- 09518880) be paid the following remuneration w.e.f. August 6, 2024, for a period of three (3) years (i.e. August 6, 2024 to August 05, 2027 as Whole Time Director & Key Managerial Personnel designated as “Executive Director” of the Company: -

#### **Remuneration (Fixed +Variable)**

#### **Salary, (Allowances & Perquisites)\* All together are as under: -**

From August 6, 2024, to August 05, 2027	Not exceeding ₹ 70 Lakhs per annum
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\*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 utilization 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 by the Board from time to time up to the limit 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 reenactment(s) thereof, for the time being in force].”

**RESOLVED FURTHER THAT** the Board of Directors or Executive Chairman or Managing Director be and is hereby authorised to make a proper remuneration package consisting of various components within the overall aforesaid limit and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including approval of the other authorities as may be required in order to give effect to this resolution”

#### **7. Appointment of Mr. Arjun Juneja (DIN: 00704349) as a Non-Executive & Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for appointment of Mr. Arjun Juneja (DIN: 00704349), Non-Executive & Independent Director of the Company to hold office for a term of five (5) consecutive years from the date of his appointment i.e., August 06, 2024 upto August 05, 2029 not liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence as laid under Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of Director.

**RESOLVED FURTHER THAT** Board of Directors or Executive Chairman or Managing Director 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 (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities.”

**8. Appointment of Mr. Deval Mahadev Desai (DIN- 07539095) as a Non-Executive & Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for appointment of Mr. Deval Mahadev Desai (DIN- 07539095), Non-Executive & Independent Director of the Company to hold office for a term of five (5) consecutive years from the date of his appointment i.e., August 06, 2024 upto August 05, 2029 not liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence as laid under Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of Director.

**RESOLVED FURTHER THAT** Board of Directors or Executive Chairman or Managing Director 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 (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities.”

**9. Appointment of Mr. Vikram Rupchand Jaisinghani (DIN- 00286606) as a Non-Executive & Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for appointment of Mr. Vikram Rupchand Jaisinghani (DIN- 00286606), Non-Executive & Independent Director of the Company to hold office for a term of five (5) consecutive years from the date of his appointment i.e., August 06, 2024 upto August 05, 2029 not liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence as laid under Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of Director.

**RESOLVED FURTHER THAT** Board of Directors or Executive Chairman or Managing Director 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 (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities.”

**10. Appointment of Mr. Sameer Gupta (DIN- 00513925) as a Non-Executive & Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force, the provisions of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for appointment of Mr. Sameer Gupta (DIN- 00513925), Non-Executive & Independent Director of the Company to hold office for a term of five (5) consecutive years from the date of his appointment i.e., August 06, 2024 upto August 05, 2029 not liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence as laid under Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of Director.

**RESOLVED FURTHER THAT** Board of Directors or Executive Chairman or Managing Director 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 (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities.”

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

**Place: New Delhi  
Date: 06/08/2024**

**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 the Circular issued by Ministry of Corporate Affairs through its dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, and December 28, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till September 30, 2024.

Hence, those members 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](mailto: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 Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the NSDL's e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The Board of Directors of the Company has recommended to the shareholders a final dividend @50% i.e. ₹ 5 (Rupees five 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 19, 2024. 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 19, 2024 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 20, 2024 to September 26, 2024 (both days inclusive) for the purpose of payment of final dividend, if approved by the shareholders.
9. The Secretarial Auditor has issued Certificate 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 1<sup>st</sup> 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 ₹ 5000/- (Rupees Five Thousand Only). The Company has also sent an email to all the shareholders at their registered email ids in this regard. Members are requested to write to the RTA at [investor@masserv.com](mailto: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.

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. Further, The Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

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 aforementioned required documents/details are to be sent at the registered office of the company or RTA office. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e. [www.masserv.com](http://www.masserv.com).

12. 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 SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed entities to issue securities for the following requests 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.

13. 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.
14. During the financial year 2023-24, the Company has transferred the unpaid or unclaimed dividends declared for the financial years FY 2015-16 (Final dividend) and financial years 2016-17 (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.
15. 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](http://www.thehitechgears.com).
16. 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.
17. 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.

18. 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.
19. Dispatch of Annual Report Through Electronic Mode: In Compliance with the MCA Circulars dated May 12, 2020, January 15, 2021, and SEBI Circular May 13, 2022, January 5, 2023, October 07, 2023 notice of AGM along with the Annual Report 2023-24 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 2023-24 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](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com).
20. 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](mailto:investor@masserv.com) or [secretarial@thehitechgears.com](mailto:secretarial@thehitechgears.com) for obtaining the Annual Report and Notice of AGM of the Company.
21. 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](mailto:secretarial@thehitechgears.com).
22. 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. 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.
23. 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.
24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.



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

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

- 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 38<sup>th</sup> 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 19, 2024, 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 19, 2024 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 Monday, September 23, 2024 (9:00 A.M. IST) and ends on Wednesday, September

25, 2024 (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 19, 2024, 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 25, 2024.

- d. Mr. Nirbhay Kumar, proprietor of M/s Nirbhay Kumar & Associates, Practicing Company Secretary (COP No: 7887) has 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. 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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. If the user is already registered for <b>NSDL IDEAS facility</b>, please visit the e-services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest ,option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participant</b>	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 <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <b>NSDL</b> .	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 <b>CDSL</b> .	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.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3) A new screen will 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.nsdl.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 129927 then user ID is 1299279001001***

- 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.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto:evoting@nsdl.co.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.- 129927**" 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](mailto:secretarial@thehitechgears.com) With a copy marked to [evoting@nsdl.co.in](mailto: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.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to our RTA at [investor@masserv.com](mailto: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](mailto:investor@masserv.com) or [secretarial@thehitechgears.com](mailto: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](mailto:investor@masserv.com) or [secretarial@thehitechgears.com](mailto: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](mailto: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.

### 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.
- 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](mailto: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.

### STATEMENT ANNEXED TO THE NOTICE OF THE ANNUAL GENERAL MEETING DATED AUGUST 06, 2024 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 2024-25 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 2024-25.

None of the Directors, Key Managerial Personnel of the Company or their relatives is 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**.

#### Item No. 06

#### **Appointment of Mr. Girish Narang (DIN- 09518880) as Whole-time Director designated & Key Managerial Personnel designated as "Executive Director" and payment of remuneration.**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") at its meeting held on August 06, 2024, appointed Mr. Girish Narang as Whole-time Director & Key Managerial Personnel designated as "Executive Director" of the 'Company' for a period of 3 (three) years effective from August 06, 2024 till August 06, 2027 subject to the shareholders' approval within three (3) months.

The Board considered his prior experience, qualifications, expertise and excellent skill set in Financial, Analytical, Research and Investment Management based services.

The terms and conditions relating to the appointment of Mr. Girish Narang as the Whole time Director & Key Managerial Personnel designated as "Executive Director" for a period of 3 years with effect from August 06, 2024 till August 06, 2027 have been laid out as part of this Notice based upon the recommendation by the NRC and Board of the Company.

The remuneration will be paid to Mr. Girish Narang as per the limits prescribed in the Section II of Part II of Schedule V of Companies Act, 2013 and therefore, his appointment is subject to the approval of shareholders of the Company by way of a Special Resolution giving the necessary information and disclosure as specified in Schedule V of the Act. As per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 the requisite disclosures have been annexed to this Notice in Annexure-I.



The above explanatory statement (together with Annexures thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act and will be available for inspection at the Registered office of the Company by Members of the Company during the e-voting period on all days except Sunday and Bank Holidays during 9:00 A.M. to 5:30 PM.

The terms and conditions relating to the appointment of Mr. Girish Narang have been laid out as part of this Notice basis on the recommendation by the NRC and Board of the Company is annexed herewith in Annexure-II.

Further, a brief profile along with additional information of Mr. Girish Narang is annexed herewith in Annexure-II, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI LODR Regulations.

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

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

#### **Item No. 7**

##### **Appointment of Mr. Arjun Juneja (DIN- 00704349) as a Non-Executive & Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') at its meeting held on August 6, 2024, appointed Mr. Arjun Juneja (DIN- 00704349) as the additional independent director of the Company with effect from August 6, 2024 to hold office of Non-Executive - Independent Director subject to shareholders approval within three (3) months.

In the opinion of the NRC & Board of the Company Mr. Juneja is a dedicated and accomplished business leader with a career spanning over a decade in the pharmaceutical industry. As the Chief Operating Officer at Mankind Pharma, Mr. Arjun Juneja oversees a wide spectrum of critical functions including Research & Development, Manufacturing, Supply Chain, Quality Assessment, Information Technology & Digitization and Active Ingredients. Under his leadership, Mankind Pharma has achieved several milestones in the field of Operational Excellence in its Manufacturing Processes. His illustrious career span showing his impeccable leadership skills and knowledge will be in the interest of the Company and the Company will be benefited with his contribution in the Board dynamics, better governance, and future prospects.

Further, in the opinion of the NRC and the Board, Mr. Arjun Juneja fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI LODR Regulations. He is a person of integrity and possesses relevant expertise and experience.

Mr. Arjun Juneja has given a declaration that he meets the criteria of independence as provided under the provisions of Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations.

The terms and conditions relating to the appointment of Mr. Arjun Juneja have been laid out as part of this Notice basis on the recommendation by the NRC and Board of the Company is annexed herewith in Annexure-II.

This explanatory statement (together with Annexures thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 9:00 A.M. to 5:30 PM.

Further, a brief profile along with additional information of Mr. Arjun Juneja is annexed herewith in Annexure-II, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI LODR Regulations.

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

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

#### **Item No. 8**

##### **Appointment of Mr. Deval Mahadev Desai (DIN- 07539095) as a Non-Executive & Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') at its meeting held on August 6, 2024, appointed Mr. Deval Mahadev Desai (DIN- 07539095) as the additional independent director of the Company with effect from August 6, 2024 to hold office of Non-Executive - Independent Director subject to shareholders approval within three (3) months.

In opinion of the NRC & Board of the Company Mr. Deval Mahadev Desai is an accomplished engineering professional with more than thirty years of demonstrated success in positions of progressive and diverse responsibility. He specializes in operations management, strategic business development and rejuvenating existing lines of business. His leadership and strategic acumen will be in the interest of the Company and the Company will be benefited with his contribution in the Board dynamics, better governance, and future prospects.

Further, in the opinion of the NRC and the Board, Mr. Deval Mahadev Desai fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI LODR Regulations. He is a person of integrity and possesses relevant expertise and experience.

Mr. Deval Mahadev Desai (DIN- 07539095) has given a declaration that he meets the criteria of independence as provided under the provisions of Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations.

The terms and conditions relating to the appointment of Mr. Deval Mahadev Desai has been laid out as part of this Notice basis on the recommendation by the NRC and Board of the Company is annexed herewith in Annexure-II.

This explanatory statement (together with Annexures thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 9:00 A.M. to 5:30 PM.

Further, a brief profile along with additional information of Mr. Deval Mahadev Desai is annexed herewith in Annexure-II, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI LODR Regulations.

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

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

#### **Item No. 9**

##### **Appointment of Mr. Vikram Rupchand Jaisinghani (DIN- 00286606) as a Non-Executive & Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') at its meeting held on August 6, 2024, appointed Mr. Vikram Rupchand Jaisinghani (DIN- 00286606) as the additional independent director of the Company with effect from August 6, 2024 to hold office of Non-Executive - Independent Director subject to shareholders approval within three (3) months.

In opinion of the NRC & Board of the Company Mr. Jaisinghani is a distinguished visionary leader whose 39-year career is marked by transformative achievements across a range of sectors including airports, logistics, industrial engines, automobile components, paints, and lighting. His strategic vision and leadership will be in the interest of the Company and the Company will be benefited with his contribution in the Board dynamics, better governance, and future prospects.



Further, in the opinion of the NRC and the Board, Mr. Vikram Rupchand Jaisinghani fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI LODR Regulations. He is a person of integrity and possesses relevant expertise and experience.

Mr. Vikram Rupchand Jaisinghani has given a declaration that he meets the criteria of independence as provided under the provisions of Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations.

The terms and conditions relating to the said appointment of Mr. Vikram Rupchand Jaisinghani has been laid out as part of this Notice basis on the recommendation by the NRC and Board of the Company is annexed herewith in Annexure-II.

This explanatory statement (together with Annexures thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 9:00 A.M. to 5:30 PM.

Further, a brief profile along with additional information of Mr. Vikram Rupchand Jaisinghani is annexed herewith in Annexure-II, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI LODR Regulations.

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

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

#### **Item No. 10**

#### **Appointment of Mr. Sameer Gupta (DIN- 00513925) as a Non-Executive & Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') at its meeting held on August 6, 2024, appointed Mr. Sameer Gupta (DIN- 00513925) as the additional independent director of the Company with effect from August 6, 2024 to hold office of Non-Executive - Independent Director subject to shareholders approval within three (3) months.

In the opinion of the NRC & Board of the Company under the leadership of Mr. Sameer Gupta, the Jakson Group, has seen significant growth and diversification. Jakson Group has expanded its presence in power backup solutions, advance energy systems, solar value chain, green hydrogen and its derivatives, and biofuels. Mr Sameer's leadership is driven by a philosophy centered around continuous learning, and his illustrious career span showing his impeccable leadership skills, knowledge and understanding of the various sector will be in the interest of the Company and the Company will be benefited with his contribution in the Board dynamics, better governance, and future prospects.

Further, in the opinion of the NRC and the Board, Mr. Sameer Gupta (DIN- 00513925) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI LODR Regulations. He is a person of integrity and possesses relevant expertise and experience.

Mr. Sameer Gupta has given a declaration that he meets the criteria of independence as provided under the provisions of Section 149 of the Act and Regulation 16 of the SEBI LODR Regulations.

The terms and conditions relating to the said appointment of Mr. Sameer Gupta has been laid out as part of this Notice basis on the recommendation by the NRC and Board of the Company is annexed herewith in Annexure-II.

This explanatory statement (together with Annexures thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act and will be available for inspection for the members at the Registered office of the during the e-voting period on all days except Sunday and Bank Holidays during 9:00 A.M. to 5:30 PM.

Further, a brief profile along with additional information of Mr. Sameer Gupta (DIN- 00513925) is annexed herewith in Annexure-II, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI LODR Regulations.

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

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

**ANNEXURE TO THE EXPLANATORY STATEMENT**

(The Statement containing additional information as required in Part II of Section II of Schedule V of the Companies Act, 2013)

I.	General Information																												
<b>Nature of Industry</b>	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.																												
<b>Date of commercial production:</b>	Commercial production of the Company commenced on November 10, 1986, as per Certificate of Commencement of Business issued by Registrar of Companies, Delhi & Haryana.																												
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:</b>	Not applicable																												
<b>Financial performance</b>	<p>The Standalone financial performance of the Company during the last three financial years is as under: (Amount in million (INR) except per share data)</p> <table border="1" data-bbox="505 730 1511 1020"> <thead> <tr> <th data-bbox="505 730 1013 789">Financial Parameters</th> <th data-bbox="1013 730 1179 789">Year ended 31.03.2022</th> <th data-bbox="1179 730 1344 789">Year ended 31.03.2023</th> <th data-bbox="1344 730 1511 789">Year ended 31.03.2024</th> </tr> </thead> <tbody> <tr> <td data-bbox="505 789 1013 827"><b>Total Revenue</b></td> <td data-bbox="1013 789 1179 827">6517.49</td> <td data-bbox="1179 789 1344 827">7906.05</td> <td data-bbox="1344 789 1511 827">7,892.93</td> </tr> <tr> <td data-bbox="505 827 1013 865"><b>Net Profit before Tax</b></td> <td data-bbox="1013 827 1179 865">536.63</td> <td data-bbox="1179 827 1344 865">693.95</td> <td data-bbox="1344 827 1511 865">647.26</td> </tr> <tr> <td data-bbox="505 865 1013 903"><b>Net Profit after tax</b></td> <td data-bbox="1013 865 1179 903">385.19</td> <td data-bbox="1179 865 1344 903">503.40</td> <td data-bbox="1344 865 1511 903">492.69</td> </tr> <tr> <td data-bbox="505 903 1013 940"><b>Paid Up Capital</b></td> <td data-bbox="1013 903 1179 940">187.68</td> <td data-bbox="1179 903 1344 940">187.68</td> <td data-bbox="1344 903 1511 940">187.78</td> </tr> <tr> <td data-bbox="505 940 1013 978"><b>Other Equity</b></td> <td data-bbox="1013 940 1179 978">3305.08</td> <td data-bbox="1179 940 1344 978">3788.52</td> <td data-bbox="1344 940 1511 978">4,242.88</td> </tr> <tr> <td data-bbox="505 978 1013 1020"><b>Basic Earnings Per Share (EPS)</b></td> <td data-bbox="1013 978 1179 1020">20.52</td> <td data-bbox="1179 978 1344 1020">26.82</td> <td data-bbox="1344 978 1511 1020">26.24</td> </tr> </tbody> </table>	Financial Parameters	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2024	<b>Total Revenue</b>	6517.49	7906.05	7,892.93	<b>Net Profit before Tax</b>	536.63	693.95	647.26	<b>Net Profit after tax</b>	385.19	503.40	492.69	<b>Paid Up Capital</b>	187.68	187.68	187.78	<b>Other Equity</b>	3305.08	3788.52	4,242.88	<b>Basic Earnings Per Share (EPS)</b>	20.52	26.82	26.24
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<b>Basic Earnings Per Share (EPS)</b>	20.52	26.82	26.24																										
<b>Financial performance based on given indicators.</b>	The Company's financial performance has remained steady, matching to the previous financial years. In financial ended March 31,2024, the Company has registered total revenue of INR. 7,892.93 million.																												
<b>Foreign investments or collaborations, if any</b>	<p>The Company has seven (7) Foreign Wholly Owned Subsidiaries namely:</p> <ol style="list-style-type: none"> <li>2545887 Ontario Inc., Canada</li> <li>The Hi-Tech Gears Canada Inc., Canada</li> <li>Teutech Holding Corporation, USA</li> <li>Teutech, L.L.C., USA</li> <li>Teutech Leasing Corp, USA</li> <li>Neo-Tech Auto Systemz Inc., USA</li> <li>Neo –Tech Smart Solutions Inc., Canada</li> </ol> <p>Non- resident holding in the Company is 2.41 % (as on June 30,2024). The Company has no foreign collaboration as on date.</p>																												
II.	Information about the appointee																												
<b>Name of Appointee</b>	<b>Mr. Girish Narang</b>																												
<b>Background details</b>	<ul style="list-style-type: none"> <li>Mr. Girish Narang holds degree in Bachelor of Commerce (Hons.) from Delhi University and PGDBM from IMT, Ghaziabad. He also holds CFA charter which is globally recognized as the gold standard in the investment management</li> <li>He has about 2 decades experience in Financial, Analytical, Research and Investment Management based services.</li> <li>Mr. Narang possesses sound and deep understanding and knowledge of Financial and Management aspects and with his diversified industry and consultancy experience, he holds the potential to add great value to the Company in its future prospects</li> </ul>																												
<b>Past Remuneration</b>	N.A.																												
<b>Past Recognition or awards</b>	Throughout his career span he has demonstrated his impeccable abilities in Financial Management, Research Analytics, Wealth Management, Portfolio and Asset Management, Risk Management, Private Banking and Investment Banking. Throughout his career span he has worked with a renowned multinational consultancy and investment banking organization for several years and handled its Asset and Wealth management segment																												



<b>Job profile and his suitability</b>	<p>Mr. Girish Narang has an immense and in-depth exposure of the diversified industry with exquisite managerial and supervisory skills that he has exhibit throughout his professional phase.</p> <p>Considering his experience and performance, the Company seeks to utilize his skillset for expansion and growth in the coming years.</p> <p>In view of his attributes and sense of commitment towards the continual growth of business of the Company whilst improvising the day-to-day operations, his candidature seems suitable for the role of Whole-Time Director &amp; Key Managerial Personnel.</p>		
<b>Remuneration Proposed</b>	<p><b>1. Remuneration (Fixed Pay+Variable Pay) - Salary, Allowances &amp; Perquisites (all together) are as under:</b></p> <table border="1"><tr><td>From August 6, 2024, to August 05, 2027</td><td>Not exceeding ₹ 70 Lakhs per annum</td></tr></table>	From August 6, 2024, to August 05, 2027	Not exceeding ₹ 70 Lakhs per annum
From August 6, 2024, to August 05, 2027	Not exceeding ₹ 70 Lakhs per annum		
<b>Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and Person</b>	<p>Keeping in view his job profile, position and responsibilities, remuneration being given or proposed is at par with the remuneration as per industry standards.</p> <p>However, the remuneration proposed to be paid to the above appointee is in congruence with the remuneration paid to the managerial personnel in other Companies engaged in the similar auto component Industry.</p> <p>The Nomination and Remuneration Committee while recommending the proposed resolution has taken into account all these factors.</p>		
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the personnel/ director if any.</b>	<p>Besides the remuneration proposed herein, Mr. Girish Narang has no other pecuniary relationship with the company.</p> <p>Further, he is not related to any Director or KMP of the Company as per the Companies Act, 2013 read with rules made thereunder.</p>		
<b>III.</b>	<b>Other Information</b>		
<b>Reasons of Loss or Inadequate Profits</b>	<p>In spite of the constant state of flux in world, marked by new technological innovations, geopolitical shifts, and environmental crises has long-term impact on industry, the Company has registered a net profit of INR 492.69 million for the F.Y. March 31, 2024, despite the prevailing odds across global geo-political &amp; severe impact on industry.</p> <p>Currently, the Company is into growth phase and planning to conserve the liquidity to invest in capacity expansion &amp; technical enhancements to cater its future challenges. Company has also adopted a number of strategies to face obstacles and boost performance in the future.</p>		
<b>Steps taken or proposed to be taken for improvement.</b>	<p>The Company is taking series of strategic and operational measures to gear up the current growth rate of the Company despite the prevailing adverse market scenario. Following measures have been inculcated for the improvement:</p> <ul style="list-style-type: none"><li>• Emphasis on overseas market for wider customer base and deeper market penetration.</li><li>• Conscious effort to develop products/customers base in alternate market segments.</li><li>• Technology upgradation by way of investing in state-of-the-art machinery to meet stringent quality requirements of customers.</li><li>• Focus on significant improvements in operating costs.</li><li>• Cost control in all spheres of operations and production</li><li>• Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand from OEMs.</li><li>• Improving the product quality</li><li>• Bring best talent to enhance operations and market.</li></ul>		
<b>Expected increase in Productivity and Profits in Measurable Terms</b>	<p>The aforesaid steps being taken by the Company would increase the productivity, scales and profits of the Company. The Company would continue its endeavour to increase the revenues to improve the Profitability in the coming years.</p>		
<b>IV</b>	<b>DISCLOSURES</b>		
	<p>The remuneration details of Mr. Girish Narang is given in the respective resolution.</p> <p>The disclosures as required on all elements of remuneration, service contract details etc. shall be disclosed in the Corporate Governance Report section of the Board Report of Financial Year 2024-25.</p>		

**Details of Directors retiring by rotation seeking re-appointment at the Meeting (Refer Item No.3 and 4:-**

**Details of Mr. Bidadi Anjani Kumar, liable to retire by rotation, seeking re-appointment at the Meeting (Refer Item No.3) :-**

<b>Particulars</b>	<b>Mr. Bidadi Anjani Kumar</b>
<b>Directors Identification Number (DIN)</b>	00022417
<b>Age</b>	72 years
<b>Date of Initial appointment</b>	03/11/2015
<b>Date of current re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, <b>Mr. Bidadi Anjani Kumar</b> was appointed on the Board on November 03, 2015, and regularized in the 30th AGM held on September 23, 2016. As he is liable to retire by rotation, he was re-appointed at the 36th AGM held on September 29, 2022. Being eligible, he has now offered himself for re-appointment.
<b>Experience &amp; Expertise</b>	Mr. Kumar is an existing management consultant of one of the group Company. He has vast experience in the field of Business strategy, taxation, Accounts, Financial planning, along with sound experience necessary to guide organization in the competitive Environment.  Mr. Bidadi Anjani Kumar is a seasoned Chartered Accountant (FCA). He served in Industry both in India and abroad for several years of his professional life. Now he has been practicing as a Management Consultant since 2010, with a focus on Best Practices, Corporate Governance, Strategic Planning and M &A.
<b>Qualification</b>	Fellow member of The Institute of Chartered Accountants of India
<b>Board Membership of other Companies as on 31/03/2024*</b>	<ol style="list-style-type: none"> <li>1. Kennametal India Limited</li> <li>2. Mikrotek Machines Limited</li> <li>4. Excel Controlinkage Private Limited (appointed w.e.f. May 1, 2024)</li> <li>5. Greaves Finance Limited (Appointed w.e.f. May 17, 2024)</li> <li>6. Premium Transmission Private Limited (Ceased to be director on 26/08/2021)</li> <li>7. Premium Motion Private Limited (Ceased to be director on 30/09/2021)</li> <li>8. Greaves Electric Private Limited (Ceased to be director on 23/06/2022)</li> </ol>
<b>Chairman/Member of the Committee of the Board of Directors as on 31/03/2024*</b>	<p><b>Kennametal India Limited</b>                      Audit Committee – Chairman and Member                      Stakeholders Relationship Committee - Chairman and Member                      Nomination &amp; Remuneration Committee – Member                      Corporate Social Responsibility - Member                      Risk Management Committee – Member                      Environmental, Social and Governance Committee – Member</p> <p><b>Excel Controlinkage Private Limited</b>                      Audit Committee – Chairman and Member                      Corporate Social Responsibility - Chairman and Member</p>
<b>Details of Remuneration and remuneration last drawn</b>	Details mentioned in the Corporate Governance Report forming part of Board's Report
<b>Number of Board meetings attended during the year</b>	Details mentioned in the Corporate Governance Report forming part of Board's Report
<b>Number of shares held in the Company as on 31/03/2024</b>	NIL
<b>Relationship with Directors</b>	None

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



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

<b>Particulars</b>	<b>Mr. Pranav Kapuria</b>
<b>Directors Identification Number (DIN)</b>	00006195
<b>Age</b>	49 years
<b>Date of Initial appointment</b>	25/05/2000
<b>Date of current re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Pranav Kapuria who was re-appointed as Managing Director w.e.f. October 01,2022 is liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.
<b>Experience &amp; Expertise</b>	Mr. Pranav Kapuria is associated with the Company since 2000. He is an expert in transforming traditional organization into a vibrant one through implementation of lean manufacturing program, which includes implementation of total quality Management, Total Productivity Management, Just-In-Time and Kaizen.
<b>Qualification</b>	<ol style="list-style-type: none"><li>1. Bachelor of Commerce with Honors from University of Delhi.</li><li>2. Master's 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.</li><li>3. Undergone industrial training in reputed Engineering Corporation in USA</li></ol>
<b>Board Membership of other Companies as on 31/03/2024*</b>	<ol style="list-style-type: none"><li>1. The Hi-Tech Robotic Systemz Limited</li><li>2. Hi-Tech Portfolio Investments Limited</li><li>3. Novus Hi-Tech Hitech Robotic Systemz Private Limited</li><li>4. Manu Farms Private Limited</li><li>5. The Hi-Tech And Associates Limited (ceased to be director on 03/07/2023)</li></ol>
<b>Chairman/Member of the Committee of the Board of Directors as on 31/03/2024*</b>	<b>The Hi-Tech Gears Limited</b> Corporate Social Responsibility Committee (Member) Share Transfer Committee (Member) Finance Committee (Member)
<b>Details of Remuneration and remuneration last drawn</b>	Details mentioned in the Corporate Governance Report forming part of Board Report
<b>Number of Board meetings attended during the year</b>	Details mentioned in the Corporate Governance Report forming part of Board Report
<b>Number of shares held in the Company as on 31/03/2024</b>	8,48,102 Equity Shares of ₹ 10 Each
<b>Relationship with Directors</b>	Mr. Deep Kapuria- Father Mr. Anuj Kapuria- Brother

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

## ANNEXURE TO THE EXPLANATORY STATEMENT

**Information about the directors proposed to be appointed / re-appointed pursuant to Regulation 36 of the SEBI LODR Regulations 2015 and Secretarial Standard-2 is furnished below:**

Particulars	Mr. Girish Narang	Mr. Arjun Juneja	Mr. Deval Mahadev Desai
<b>Directors Identification Number (DIN)</b>	09518880	00704349	07539095
<b>Date of Birth &amp; Age</b>	25/07/1975 49 Years	09/05/1986 38 Years	13.03.1967 57 Years
<b>Date of Initial appointment</b>	06.08.2024	06.08.2024	06.08.2024
<b>Brief Profile (Qualification, Experience &amp; Expertise)</b>	<ul style="list-style-type: none"> <li>Mr. Girish Narang holds a degree of Bachelor of Commerce (Hons.) from Delhi University and a PGDBM from IMT, Ghaziabad. He is also a Chartered Financial Analyst (CFA) which is globally recognized as the gold standard in investment management.</li> <li>Mr. Narang is a seasoned professional with more than two decades of experience in Banking and Financial Management.</li> <li>In his last role, he was working as the Managing Partner of Wint Capital which is a new-age fintech company.</li> <li>Throughout his career span he has demonstrated his impeccable abilities in Financial Management, Research Analytics, Wealth Management, Portfolio and Asset Management, Risk Management, Private Banking and Investment Banking.</li> <li>Mr. Narang possesses sound and deep understanding &amp; knowledge of Financial and Management aspects and with his rich industry and consultancy experience.</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Arjun Juneja holds MBA degree from the University of Strathclyde, United Kingdom. He is a dedicated and accomplished business leader with a career spanning over a decade in the pharmaceutical industry. As the Chief Operating Officer at Mankind Pharma, he oversees a wide spectrum of critical functions including Research &amp; Development, Manufacturing, Supply Chain, Quality Assessment, Information Technology &amp; Digitization and Active Ingredients. Under his leadership, Mankind Pharma has achieved several milestones in the field of Operational Excellence in its Manufacturing Processes.</li> <li>Mr. Juneja is recognized for his visionary thinking and adaptability to change, which have been pivotal in propelling Mankind Pharma to unprecedented success. He has also played a key role in establishing cutting-edge R&amp;D centers in Manesar, fostering innovation and knowledge with a team of over 600 scientists and state-of-the-art equipment. The primary focus of these research centers are across various domains such as New Drug Discovery and Research (NDDR), APIs, Formulations and Development, Analytical Research and Development, Clinical Research and Biopharmaceutics, Regulatory Affairs, Biotechnology and Intellectual Property Management.</li> <li>Mr. Juneja was featured among the best 40 under 40 entrepreneurs in India by Fortune India in 2024. He is Chairman of the Pharma Committee of FICCI (Federation of Indian Chamber of Commerce and Industry) and Executive Member of Indian Pharmaceutical Alliance.</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Deval Mahadev Desai is a member of the Society of Automotive Engineers, he received his bachelor's degree in Mechanical Engineering from the National Institute of Technology Surat (India). He also holds a master's in Mechanical Engineering from Wayne State University, a master's in Management and a Master's in Business Administration from Walsh College.</li> <li>Mr. Desai currently serves as Senior Director in KPMG's Industrial Manufacturing sector.</li> <li>Prior to that, Mr. Desai served as Vice President and India Country Head at Magna International, a global automotive supplier that designs, develops and manufactures components and systems for the world's leading auto makers. In this position, he was responsible for strategic business development and continued expansion in India, and serves as one of the senior representative for Magna in India. As Executive Director, he oversaw the global coordination and alignment between Magna's worldwide operating units to ensure effective support to the company's Asian customers on a global basis.</li> <li>Mr. Desai is an accomplished engineering professional with more than thirty years of demonstrated success in positions of progressive and diverse responsibility. He specializes in operations management, strategic business development and rejuvenating existing lines of business.</li> <li>Prior to joining Magna, he was a Business Development and engineering lead with Koito, a leading global automotive lighting supplier.</li> </ul>



Particulars	Mr. Girish Narang	Mr. Arjun Juneja	Mr. Deval Mahadev Desai
<b>Board Membership of other Companies during year 2024-25*</b>	Studio Ncore Private Limited (Ceased to be director on 29/03/2024)	<ol style="list-style-type: none"> <li>1. Mankind Consumer Products Private Limited</li> <li>2. ANM Properties Private Limited</li> <li>3. Casablanca Pharma Private Limited</li> <li>4. Mankind Biotech Private Limited</li> <li>5. RCJ Advisors Private Limited</li> <li>6. Pathkind Diagnostics Private Limited</li> <li>7. Appian Multiventures Private Limited</li> <li>8. Prolijune Lifesciences private Limited</li> <li>9. Appian Properties Private Limited.</li> <li>10. Lifestar Pharma Private Limited (Amalgamated)</li> <li>11. Magnet Labs Private Limited (Amalgamated)</li> <li>12. Packtime Innovations Private Limited (Ceased to be director on 17.05.2024)</li> <li>13. Ezerx Health Tech Private Limited (Ceased to be director on 13.06.2023)</li> <li>14. Mankind Pharma Limited (Ceased to be director on 28.02.2021)</li> <li>15. Mankind Life Science Private Limited (Ceased to be director on 17.09.2021)</li> </ol>	<ol style="list-style-type: none"> <li>1. Magna Automotive India Private Limited (Ceased to be director on 08/12/2020)</li> </ol>
<b>Chairman/Member of the Committee of the Board of Directors during year 2024-25*</b>	NIL	Mankind Pharma Limited Steering Committee – Chairman	NIL
<b>Details of Remuneration during 2024-25 from Company</b>	NIL	NIL	NIL
<b>Number of Board meetings attended during year 2024-25</b>	1 (as a special. Invitee)	NIL	NIL
<b>Number of shares held in the Company during year 2024-25</b>	NIL	NIL	NIL
<b>In case of Independent Director, the skills and capabilities required for the role.</b>	Mr. Girish Narang is a seasoned professional with extensive expertise spanning key domains in finance and investment. With a robust background in Financial Management, he excels in strategic planning and management, leveraging his skills to drive organizational growth and profitability. With his multifaceted expertise and proven leadership, Mr. Girish Narang is poised to make a significant impact in any organization's commercial financial and investment strategies, ensuring sustainable growth and success.	Mr. Juneja is a dedicated and accomplished business leader. His visionary thinking, strategic vision and adaptability to change will be helpful in achieving success to company.	Mr. Deval Mahadev Desai has global automotive experience across multi-functional areas including product development, vehicle systems integration, customer relationships, business development, sales & marketing, media relations, operations management, strategic planning, M&A, organization building and business restructuring.
<b>Relationship with Directors / KMP</b>	None	None	None

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



**ANNEXURE TO THE EXPLANATORY STATEMENT**

**Information about the directors proposed to be appointed / re-appointed pursuant to Regulation 36 of the SEBI LODR Regulations 2015 and Secretarial Standard-2 is furnished below:**

<b>Particulars</b>	Mr. Vikram Rupchand Jaisinghani	Mr. Sameer Gupta
<b>Directors Identification Number (DIN)</b>	00286606	00513925
<b>Date of Birth &amp; Age</b>	14/08/1962 62 Years	11/12/1966 57 Years
<b>Date of Initial appointment</b>	06.08.2024	06.08.2024
<b>Brief Profile(Qualification, Experience &amp; Expertise)</b>	<ul style="list-style-type: none"> <li>• Mr. Vikram Rupchand Jaisinghani holds a Master's Degree in Finance Management and a Bachelor's Degree in Mechanical Engineering. He is also a certified International Airport Professional (ACI-ICAO AMPAP), with expertise in managing Airport P&amp;L.</li> <li>• Mr. Jaisinghani is a distinguished visionary leader whose 39-year career is marked by transformative achievements across a range of sectors including airports, logistics, industrial engines, automobile components, paints, and lighting.</li> <li>• Mr. Jaisinghani worked at various senior leadership position with reputed companies like Mckinsey &amp; Company, Raymond Ltd., GMR Group, Cummins India Ltd, Asian Paints Ltd. etc. &amp; lastly as Managing Director &amp; CEO of India's diversified Logistics company – Adani Logistics Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Mr. Sameer Gupta is Chairman of Jakson Group, India's leading Energy &amp; Infrastructure conglomerate. He holds an Electronics Engineering degree from Pune University and is an alumnus of the Harvard Business School. Under his leadership, the Jakson Group, founded in 1947, has seen significant growth and diversification. The company currently generates revenues of ₹ 6000 crores and has expanded its presence in power backup solutions, advance energy systems, solar value chain, green hydrogen and its derivatives, and biofuels.</li> </ul>
<b>Board Membership of other Companies during year 2023-24*</b>	<ol style="list-style-type: none"> <li>1. Cummins Sales And Service India Limited (Amalgamated)</li> <li>2. Sulochana Pedestal Limited (Ceased to be director on 05/08/2023)</li> <li>3. Dhamra Infrastructure Limited (Ceased to be director on 05/08/2023)</li> <li>4. Madurai Infrastructure Limited (Ceased to be director on 05/08/2023)</li> <li>5. Blue Star Realtors Limited (Ceased to be director on 05/08/2023)</li> <li>6. Adani Agri Logistics Limited (Ceased to be director on 05/08/2023)</li> <li>7. Adani Logistics Services Limited (Ceased to be director on 05/08/2023)</li> <li>8. Adani Logistics Limited (Ceased to be director on 05/08/2023)</li> <li>9. Adani Nyk Auto Logistics Solutions Private Limited (Ceased to be director on 05/08/2023)</li> <li>10. Adani Logistics Limited (Ceased to be director on 09/07/2021)</li> <li>12. Adani Logistics Services Limited (Ceased to be director on 22/07/2022)</li> </ol>	Attached as <b>Annexure (i)</b>
<b>Chairman/Member of the Committee of the Board of Directors during year 2024-25*</b>	NIL	NIL
<b>Details of Remuneration during 2024-25 from Company</b>	NIL	NIL
<b>Number of Board meetings attended during year 2024-25</b>	1 (as a special Invitee)	NIL
<b>Number of shares held in the Company during year 2024-25</b>	NIL	NIL
<b>In case of Independent Director, the skills and capabilities required for the role.</b>	Mr. Vikram Rupchand Jaisinghani's ability to drive substantial business innovations, operational excellence, strategic vision and leadership have been instrumental in transforming complex business landscapes and driving substantial growth, solidifying his reputation as a pioneering leader in the business world.	Mr. Sameer Gupta's extensive experience, industry knowledge, strategic foresight, and commitment to governance and ethical standards make him a capable of contributing significantly to the governance and strategic direction of any organization.
<b>Relationship with Directors / KMP</b>	None	None

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



## Annexure (i)

Sl.No	Name of the Company	Date of Appointment	Date of Cessation
1.	Jakson Assets Private Limited	28/05/2024	-
2.	JGPL-RVNL EPC Private Limited	15/01/2024	-
3.	JGRJ Two Solar Private Limited	18/12/2023	-
4.	JGRJ One Solar Private Limited	04/10/2023	-
5.	RSG Investment Private Limited	01/05/2023	-
6.	JGRJ Solar Private Limited	21/06/2023	-
7.	Jakson green infinity private limited	15/06/2023	-
8.	Jakson engineers limited	01/12/1989	-
9.	Jakson limited	13/07/1997	-
10.	Goodview trading private limited	02/08/2006	-
11.	Jakson enterprises private limited	25/11/2011	-
12.	Ethan natural bio-fuel private limited	25/07/2022	-
13.	Jakson ventures private limited	30/01/2006	-
14.	Zest villas private limited	28/03/2013	-
15.	Zest residency private limited	28/03/2013	-
16.	Jakson power private limited	07/06/2011	-
17.	Jakson green private limited	09/06/2022	-
18.	Jakson enterprises private limited	08/04/2010	-
19.	R M G Ispat And Alloys Private Limited	28/12/2015	-
20.	JGRJ Three Solar Private Limited	-	27/07/2024
21.	MRG Krishnaventuresprivate Limited	-	28/03/2024
22.	ZEST Infratechprivate Limited	-	08/01/2024
23.	ECO Towersprivate Limited	-	03/01/2024
24.	Konark dwelling private limited	-	01/12/2023
25.	RSG Investment Private Limited	-	27/06/2023
26.	Linx Lithiumprivate Limited	-	01/05/2023
27.	Emirate Sinfraprojects Private Limited	-	29/05/2023
28.	Konark Buildwell Private Limited	-	29/05/2023
29.	Roopak Infrastructure Private Limited	-	29/05/2023
30.	Ajaya Infra Advisors Private Limited	-	19/05/2022
31.	Ethan Bio-Fuelprivate Limited	-	25/07/2022
32.	Green Urjaprivate Limited	-	23/06/2021
33.	Linx Lithiumprivate Limited	-	26/09/2022
34.	Jaishnavi Eminence Private Limited	-	19/04/2022

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

Place: New Delhi  
Date: August 06 2024

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](http://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 38<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday the 26<sup>th</sup> day of September, 2024 at 05:00 P.M. at registered office at Plot No. 24-26, 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*
<b>Ordinary Business:</b>				
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Directors' and Auditors' thereon			
2	To declare the final dividend @ 50% i.e. Rs. 5.00/- (Rupees five Only) per equity share for the financial year 2023 -2024 as recommended by Board of Directors.			
3	To appoint a director in place of Mr. Bidadi Anjani Kumar (DIN:00022417), who retires by rotation and being eligible, offers himself for re-appointment.			
4	To appoint a director in place of Mr. Pranav Kapuria (DIN-00006195), who retires by rotation and being eligible, offer himself for re-appointment.			
<b>Special Business:</b>				
5	Approval of remuneration of Cost Auditor for the financial year 2024-2025– Ordinary Resolution			
6	Appointment And Remuneration of Mr. Girish Narang (DIN- 09518880) as Whole Time Director & Key Managerial Personnel designated as “Executive Director” of the Company – Special Resolution			
7	Appointment of Mr. Arjun Juneja (DIN: 00704349) as a Non-Executive & Independent Director of the Company– Special Resolution			
8	Appointment of Mr. Deval Mahadev Desai (DIN- 07539095) as a Non-Executive & Independent Director of the Company - Special Resolution			
9	Appointment of Mr. Vikram Rupchand Jaisinghani (DIN- 00286606) as a Non-Executive & Independent Director of the Company- Special Resolution			
10	Appointment of Mr. Sameer Gupta (DIN- 00513925) as a Non-Executive & Independent Director of the Company- Special Resolution			

Signed this ..... day of..... 2024.

(Date)

(Month)

Signature of the Shareholder(s)

Signatures of:

Affix  
 Revenue  
 Stamp

.....  
**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

## IMT Manesar

