

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of The Hi-Tech Gears Limited (formerly known as Hi-Tech Gears Limited) will be held on Friday, 23rd September, 2016 at 11.00 A.M at the registered office of the Company at A-589, Industrial Complex, Bhiwadi- 301019, District Alwar, Rajasthan to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the reports of the Director's and Auditor's thereon.
2. To confirm the interim dividend & to declare the final dividend on equity shares.
3. To appoint a director in place of Mr. Anuj Kapuria (DIN 00006366), who retires by rotation and being eligible has offered himself for re-appointment.
4. To re-appoint M/s Gupta Vigg & Company, Chartered Accountants, as Statutory Auditor of the Company and in this connection, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 & Rules made there under, M/s Gupta Vigg & Company, Chartered Accountants (Firm Registration No. 001393N), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the next AGM of the Company, at remuneration as may be determined by the Board of Directors of the Company and reimbursement of all out of-pocket expenses in connection with the audit of the accounts of the Company for the Financial Year 2016 -17.”

SPECIAL BUSINESS:

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

To consider and pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 196, 197,198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof) and Article 122 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Deep Kapuria (DIN-00006185), as Chairman & Whole Time Director of the Company, to be designated as Executive Chairman of the Company, for a term of five years w.e.f. 1st January 2017 to 31st December, 2021

with payment of remuneration at the terms and conditions set out below:-

1. Salary: Rs. 6,00,000/- per month for the first 15 months i.e. from 01st January, 2017 to 31st March, 2018 and thereafter with an increase upto 10% p.a. for the remaining term of his appointment.
2. Commission: Upto 3.0% of the net profit of the Company computed in the manner specified in section 197 & other applicable provisions of the Companies Act, 2013, after the profits of the company are ascertained.
3. Perquisites : as under :-
 - i. Housing: The expenditure on hiring the furnished accommodation will be subject to a ceiling of 60% of the salary, over and above 10% payable by the appointee. In case, no residential accommodation is provided to the appointee by the Company, he shall be paid house rent allowance @ 60% of the basic salary per month.
 - ii. Gas, Electricity, Water, Security, furnishing etc.: The expenditure on Gas, Electricity, water, Security and furnishing shall be valued as per Income Tax Rules, 1962, subject, however, to the ceiling of 10% of the salary.
 - iii. Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of one month's salary in a year or five month's salary over a period of five years.
 - iv. Leave Travel Concession: - For the appointee and his family, once in a year incurred in accordance with the Rules specified by the company, subject to a ceiling of one month's salary.
 - v. Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
 - vi. Personal Accident Insurance: Company should pay for the premium on account of Personal Accident Cover not exceeding Rs. 20,000/- per annum. This shall be in addition to any premium paid towards Directors and Officers Liability Insurance.
 - vii. Provident Fund: Company's contribution towards provident fund as per Company & Employees Provident Fund Rules.
 - viii. Gratuity: Not exceeding half month's salary for every completed year of service.
 - ix. Earned/Privilege Leave: One month leave with full salary and perquisites for every eleven month.
 - x. Use of Car: Free use of Company's Cars with driver for the business of the company.
 - xi. Telephone: Free use of telephone including mobiles, internet connections for him and at his residence. However, personal long distance calls shall be billed to him by the company.

RESOLVED FURTHER THAT the aggregate remuneration of Chairman & Whole Time Director shall not exceed 5% of the Net Profit in any financial Year, and total remuneration payable to all Executive Directors put



together shall not exceed 10% of the Net Profit in any Financial Year.

RESOLVED FURTHER THAT in the event of loss or inadequacy of Profit in any financial year, the appointee shall be paid remuneration at the rates specified above, subject to approval, if any, required from the Central Government or the remuneration, as may be prescribed under Schedule V of the Companies Act, 2013".

RESOLVED FURTHER THAT pursuant to the provision of section 152 & all other applicable provisions of Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof), Mr. Deep Kapuria, will not liable to retire by rotation.

6. Continuation of Mr. Deep Kapuria as Executive Chairman after attaining the age of 70 years (i.e. post 5th August, 2019).

To consider and pass the following Resolution as a Special Resolution:

“RESOLVED THAT:

1. WHEREAS Mr. Deep Kapuria is being re-appointed as Executive Chairman of the company for a term of five years with effect from 01st January, 2017 to 31st December, 2021,
2. WHEREAS, Mr. Deep Kapuria will attain the age of 70 years on 05th August, 2019 i.e. during the term of his proposed whole tenure.
3. WHEREAS, Mr. Deep Kapuria can't continue post 05th August, 2019 unless the approval of Shareholders by way of special resolution is obtained.
4. AND WHEREAS, Upon recommendation of Nomination & Remuneration Committee, The Board of Directors have considered and recommended the continuation of Mr. Deep Kapuria as Executive Chairman even after the age of 70 years which comes in the proposed tenure.

NOW THEREFORE IT IS RESOLVED THAT Pursuant to the provisions of Section 196 of the Companies Act, 2013, Rules made thereunder and other applicable provisions, if any, consent of the Company be and is hereby accorded to continue the employment of Mr. Deep Kapuria as Chairman & Whole Time Director, designated as Executive Chairman after attaining the age of 70 years, i.e., from 05th August, 2019 to 31st December, 2021."

7. Regularisation of Mr. Bidadi Anjani Kumar (DIN-00022417) as Director of the Company

To consider and pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014

(including any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and the provisions of Articles of Association of the Company, Mr. Bidadi Anjani Kumar (DIN-00022417), who was appointed as an Additional Director by the Board of Directors in their meeting held on November 03, 2015, to hold the office till the date of present meeting and who qualifies for being appointed as a Non-Executive Director and in respect of whom the Company has received a notice in writing together with a deposit under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company.

RESOLVED FURTHER THAT his appointment shall be subject to retire by rotation at the General Meeting.

RESOLVED FURTHER THAT necessary documentations including issuance of appointment letter detailing the terms & conditions, duties & responsibilities be issued under the authority of Board of Directors (including a duly constituted Committee)."

8. Approval of Inter-corporate Investments as per Section 186 of the Companies Act, 2013

To consider and pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) Company to make investment in other body corporate through ICDs/F.Ds/ purchase or subscribe of equities/preference shares/ Debentures or Bonds/Mutual Funds etc. in India or not, whether in the same management or not, in one or more tranches, notwithstanding that the aggregate of investment so far acquired or to acquire by way of subscription, purchase or otherwise, securities of any body corporate(s) upto an aggregate amount not exceeding Rs. 600 Cr (Rupees six hundred crores only) outstanding at any time under the said provision in the best interest of the company.

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions of the above, limit upto which such investments may be given or made, as may be determined by the Board or the Committee thereof, within the aforesaid limits including with the power to transfer/ dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and/or expedient for implementing and giving effect to this resolution."

9. Approval of Borrowing Powers in terms of Section 180(1) (c) of the Companies Act, 2013.

To consider and pass the following Resolution as a Special Resolution:

“**RESOLVED THAT**, in supersession of the earlier resolution passed, consent of the members of the Company be and is hereby accorded to the Board of Directors (including duly constituted Committee) under Sections 180(1)(c), 180(2) and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, to borrow, from time to time, as it may consider fit, any sum or sums of monies from any entity / person, whether or not the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves that are not set apart for any specific purpose provided that the total amount so borrowed and outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 600 Cr (Rupees Six hundred crores only) and that the Board be and is hereby empowered and authorized to arrange and fix the terms and conditions of all such moneys to be borrowed, from time to time, as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a duly constituted committee thereof, be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements, in connection with such borrowing as may be required and to do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

10. Approval to Create mortgage and/or charge in respect of Company's movable / immovable properties, in terms of section 180(1)(a) of the Companies Act, 2013.

To consider and pass the following Resolution as a Special Resolution:

“**RESOLVED THAT**, in supersession of the earlier resolution passed, consent of the members of the Company, be and is hereby accorded to the board of directors (including duly constituted Committee) under Section 180(1)(a) and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, to mortgage and/or charge, in addition to the mortgages / charges created / to be created by the Company in such

form and manner and with such ranking and at such time and on such terms as the board may determine, including a lien or floating charge, on all or any of the movable / immovable properties of the Company, both present and future and/or whole or any part of undertaking(s) of the Company in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) in Indian or foreign currency and securities (comprising fully / partly convertible debentures and/or non-convertible debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes / bonds or other debt instruments) issued / to be issued by the Company, from time to time, subject to such permissible limits under Section 180(1)(c) of the Companies Act, 2013, together with interest and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and such terms and conditions in respect of enforcement of security as may be stipulated in that behalf and agreed to between the board or committee and the Lender(s) / Agent(s) / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a duly constituted committee thereof be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements, as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to creating mortgages / charges against such borrowings as aforesaid.”

11. Approval of remuneration of Cost Auditor for the financial year 2016-2017

To consider and pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Kabra & Associates, Cost accountant appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT Mr. Deep Kapuria, Executive Chairman and/or Mr. Pranav Kapuria, Managing Director and/or Mr. Anuj Kapuria, Whole Time Director and/or Mr. S.K. Khatri, Company Secretary of the Company be and are hereby severally authorised to



do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

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

Place : New Delhi
Date : 11/08/2016

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

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 (ten) % of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution.
3. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 17, 2016 to Friday, September 23, 2016 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the Final Dividend for the financial year 2015-16.
4. If final dividend on shares is approved at the Annual General Meeting, payment of such dividend will be made to those members whose names appear in the Register of Members on September 23, 2016. 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 16, 2016, as per the details to be furnished by the depositories for this purpose
5. The relevant details under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent (“Registrar”) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar.
7. Pursuant to the provision of Section 205A, 205C of the Companies Act, 1956 or Section 124 , 125 and other applicable provisions, if any, of the Companies Act, 2013, the amount of dividend which remain unpaid or unclaimed for a period of 7(Seven) years from the date of transfer of the amount to unpaid dividend account would be transferred to the “Investor Education and Protection Fund (IEPF)” constituted by the Central Government and the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund from the Company. The Company has initiated a list of members, entitled for such amount, the same is available at Company’s website. Thus, the shareholders who have not yet encashed their dividend warrants are requested in their own interest to write to the Company or its RTA (Mas Services Limited) immediately for claiming outstanding dividends declared by the Company for the year 2008-09 and onwards. The proposed date for the transfer of unclaimed final dividend by the Company for the year 2008-09 to IEPF is 29th October, 2016.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 & other applicable provisions of the Companies Act, 2013 and Rules made thereunder.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
11. Electronic copy of the Annual Report for 2015-16 along with the Notice of the 30th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose Email Ids are registered with the Registrar/ Depository Participants(s)

- unless any member has requested for a hard copy of the same. For members who have not registered their Email Ids, physical copies of the Annual Report for the 2015-16 along with Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
12. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided he has given to the Company a notice in writing of his intention to inspect not less than 3 (three) days' before the commencement of the meeting.
 13. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.hitechgears.com. The physical copies of the documents will also be available at the Company's Registered Office for inspection during 11:00 A.M. to 1:00 P.M on any working day except Saturdays and Sundays upto the date of the meeting. Even after registering for ecommunication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@hitechgears.com.
 14. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective DP for availing this facility.
 15. Route Map and details of Prominent Landmarks of the venue of the meeting is enclosed.
 16. Voting through electronic means:
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and as per Regulation 44(1) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting')
 - b. M/s Grover Ahuja & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - c. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - d. The Members who have casted their vote by remote evoting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - e. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
 - f. The remote e-voting period commences on September 20, 2016 (9:00 a.m.) and ends on September 22, 2016 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2016, may cast their vote by remote e-voting.
 - g. The process and manner for remote e-voting are as under:
 1. (l) In case of Members receiving e-mail from NSDL (For those members whose e- mail addresses are registered with Company/Depositories):
 - (a) Open e-mail and open PDF file with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - (c) Click on Shareholder-Login.
 - (d) Put user ID and password as initial password noted in step (a) above. Click Login.
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (g) Select "EVEN" of "The Hi-Tech Gears Limited".
 - (h) Now you are ready for remote e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.



- (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail email to scrutinizer@hitechgears.com with a copy marked to evoting@nsdl.co.in.
 - (ll) In case of Members receiving Physical copy of Notice of 30th Annual General Meeting (for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy)
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote evoting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 3. If you are already registered with NSDL for remote evoting then you can use your existing user ID and password/ PIN for casting your vote.
 4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2016.
 6. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2016, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited at info@masserv.com or sm@masserv.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 7. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 9. M/s Grover Ahuja & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 10. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote evoting facility.
 11. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 12. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hitechgears.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges.
- STATEMENT ANNEXED TO THE NOTICE IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**
- Item No. 5**
- Mr. Deep Kapuria was re-appointed as Chairman & Whole Time Director of the Company for a period of 5 years. The appointment was effective w.e.f. January 01, 2012 & was valid upto December 31, 2016. The approval for the same was accorded by the members in their 25th Annual General Meeting held on September 27, 2011. Tenure of Mr. Deep Kapuria is due for re-appointment effective January 01, 2017
- Keeping in view the contribution made by Mr. Deep Kapuria since inception of the Company, the Board of Directors upon the recommendation of the Nomination & Remuneration Committee, in its meeting held on August 11, 2016, approved & recommended the reappointment and remuneration of Mr. Deep Kapuria as Chairman & Whole Time Director, to be designated as Executive Chairman, for a further period of 5 (Five) years, w.e.f. January 01 2017 to December 31, 2021.
- The aforesaid re-appointment and remuneration of Mr. Deep Kapuria as Chairman & Whole Time Director is subject to the approval of the Members of the company and other concerned statutory and other authorities, if applicable.
- A brief resume & additional information of Mr. Deep Kapuria, is annexed herewith in Annexure A, mentioning therein qualification, the nature of his expertise in specific functional

areas and the names of the company in which he holds the position of a Director as per Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Except Mr. Deep Kapuria, Mr. Pranav Kapuria and Mr. Anuj Kapuria, Directors, being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at item no. 5 of the notice.

Your Directors recommend the resolution set forth in item no. 5 for approval of the members as Special Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment of whole time Director pursuant to section 196 of the Companies Act, 2013.

Item No. 6

In terms of provisions of Section 196 of the Companies Act, 2013, and Rules made thereunder and other applicable provisions, if any, a Company can't continue the employment of any person as Whole-Time Director who has attained the age of 70 years without passing a special resolution indicating the justification for continuing such person in explanatory statement.

Mr. Deep Kapuria will attain the age of 70 years on August 05, 2019 and hence continuation of his employment as Executive Chairman after August 05, 2019 requires the approval of Shareholders by way of a special resolution.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company recommends to continue the employment of Mr. Deep Kapuria as Chairman & Whole Time Director, designated as Executive Chairman after attaining the age of 70 years, i.e., from August 05, 2019 to December 31, 2021." Mr. Deep Kapuria is founder director of the Company and associated with the company since inception. He is a technocrat and expert in Gear Manufacturing & Designing, Business Management & Finance. He has great experience of dealing with customers, both domestic & overseas and understanding their requirements. Mr. Deep Kapuria has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the engagement of Mr. Deep Kapuria as Chairman & Whole Time Director, designated as Executive Chairman, even after attaining the age of 70 years.

The aforesaid employment of Mr. Deep Kapuria as Chairman & Whole Time Director after attaining the age of 70 years is subject to the approval of the Members of the company and other concerned statutory and other authorities, if applicable.

A brief resume & additional information of Mr. Deep Kapuria, is annexed herewith in Annexure A, mentioning therein qualification, the nature of his expertise in specific functional areas and the names of the company in which he holds the position of a Director as per Regulation 36(3) of the SEBI

(Listing Obligation and Disclosure Requirements) Regulation, 2015.

Except Mr. Deep Kapuria, Mr. Pranav Kapuria and Mr. Anuj Kapuria, Directors, being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at item no. 6 of the notice.

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

The terms as set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment of whole time Director pursuant to section 196 of the Companies Act, 2013.

Item No. 7

The Board of Directors ("the Board"), on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Bidadi Anjani Kumar as an Additional Director. His appointment is effective from November 03, 2015 till the conclusion of present meeting, but the members may appoint him as a regular director.

The Company has received a Notice in writing from a Member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Bidadi Anjani Kumar for the office of Director of the Company.

Mr. Bidadi Anjani Kumar has consented to act as a Director of the Company and has given the requisite disclosures to the Board as provided under Section 152 of the Companies Act, 2013.

A brief resume & additional information of Mr. Bidadi Anjani Kumar is annexed herewith in Annexure A, mentioning therein the nature of his expertise in specific functional areas and the name of the company in which he holds the position of a Director as per Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Copy of the draft letter for appointment having the term and conditions of appointment of Mr. B.A. Kumar as a Non-executive Director are open for inspection by Members at the Registered Office of the Company during normal working hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays & Sundays).

Having regard to the qualification, experience and knowledge, the Nomination and Remuneration Committee and the Board is of the view that his appointment as a Non-executive Director will be in the interest of the Company. Board is of the opinion that the Company will be benefited with his contribution in the Board process, Governance and overall working. The Board recommends the Resolution as set out at Item No. 7 of the Notice for the approval by the members of the Company by way of an Ordinary Resolution.

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

Except Mr. Bidadi Anjani Kumar, none of the Directors, Key Managerial Personnel of the Company and their relatives are



concerned or interested, financial or otherwise, in the agenda as set out at Item No. 7 of the Notice.

Your Directors recommend the resolution set forth in item no. 7 for approval of the members as an Ordinary Resolution.

Item No. 8

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any investment beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 & other applicable provisions of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, to subsidiary companies (including overseas subsidiaries) or to acquire by way of subscription, purchase or otherwise, securities of any body corporate(s) for an amount not exceeding Rs 600 crore.

The investment(s), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends to pass the Special resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 9 & 10

The members of the Company in their meeting held on 28th September, 2014, approved, by way of special resolution, a limit for exercising the powers of borrowing, by the Board of Directors (including duly constituted Committee), for the business purpose of the Company, upto a sum not exceeding Rs. 400 Cr (Rupees four hundred crores only), in terms of Section 180(1)(c) of the Companies Act, 2013 (the Act 2013), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business. Similarly, the shareholder also authorized to create charge /mortgage also to secure the borrowing u/s 180(1) (a) of the Companies Act, 2013.

The above existing power of the board do not permit for exercising the powers to borrow money upto a limit of Rs. 600 Cr (Rupees six hundred crore only). The board however decided to seek the consent of the members, by way of a special resolution, to comply with the regulatory requirements

by fixing the limit of Rs. 600 Cr (Rupees six hundred crore only), keeping in view the long term requirements of funds for future business plans in terms of Section 180(1) (c) of the Companies Act, 2013. Similarly, Section 180(1)(a) of the Act 2013, provides that powers to create mortgages and/or charges against such borrowings will require a specific approval from members by way of a special resolution, as per the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

The Board, therefore, decided to seek the consent of the members, by way of special resolutions in terms of the new requirements under the Act 2013, for exercising its powers for creating such mortgages and/or charges against such borrowings. Therefore, the special resolution as set out in Item No. 9 & 10 of the accompanying Notice is of an enabling nature for the above purpose.

The existing limit is proposed to increase from Rs. 400 Cr. to Rs. 600 Cr., the Board accordingly recommends to pass the Special resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 11

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 2016-17 at a fee of upto Rs. 150,000/- plus Service Tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 11 of the Notice.

Your Directors recommend the resolution set forth in item no. 11 for approval of the members as Ordinary Resolution.

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

**Sd/-
S.K. Khatri**

**Company Secretary
Membership No: - F5459**

Place : New Delhi
Date : 11/08/2016

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

Annexure A

Particulars	Mr. Deep Kapuria	Mr. Bidadi Anjani Kumar	Mr. Anuj Kapuria
Directors Identification Number (DIN)	00006185	00022417	00006366
Date of Birth & Age	05/08/1949, 67 years	25/03/1952, 64 years	26/08/1978, 38 years
Date of Initial appointment	23/10/1986	03/11/2015	30/05/2005
Date of current re-appointment	11/08/2016	To be regularized in the ensuing annual general meeting.	23.09.2016*
Experience & Expertise	<p>Mr. Deep Kapuria is founder director of the Company and associated with the Company since Inception.</p> <p>He is a technocrat and expert in Gear Manufacturing & Designing, Business Management & Finance.</p> <p>He has the distinction of being President of ACMA twice and has led various overseas CII/ACMA Delegations including at WTO ministerial. He regularly represents Indian Industry at the Indian Government/Ministerial Business Delegation across the globe. He is Co-Chairman of CII Trade Fairs Council & Advance Manufacturing and Indo-UK Working Group-JETCO (Joint Economic and Trade Committee), Chairman of CII Regional Committee on Central Europe and Globalization Committee of ACMA and immediate past president of CII MSME Council.</p>	<p>Mr. Kumar is an existing management consultant of the Company. He has an immense experience in the field of Business strategy, taxation, Accounts, Financial planning, along with sound experience necessary to guide organization in the competitive Environment.</p> <p>Mr. Bidadi Anjani Kumar, is a Seasoned Chartered Accountant (FCA) and has been practicing as a Management Consultant since 2010, with a focus on Best Practices, Corporate Governance, Strategic Planning and M &A.</p>	<p>Mr. Anuj Kapuria began his professional career early as a Trainee Engineer with Hero Honda Ltd, where he was part of a team for maintaining the existing welding/painting robots and assisting with integration of new robots in their assembly line.</p> <p>He has come a long way in the eld of computer vision, artificial intelligence and robotics.</p> <p>A technology freak, has to his credit, modernization of old plants, training & development & research in ongoing projects.</p> <p>He has also led for more than 17 patents in India and abroad</p>
Qualification	<ol style="list-style-type: none"> 1. Bachelor of. Engineering (Honors') from B.I.T.S., Pilani; 2. Advance Management Programme from Indian Institute of Management, Ahmedabad 3. Lead Assessor Course for ISO 9000 from P.E. Batalas Ltd., UK 4. Owner Management Programme from Harvard Business School, USA 	Chartered Accountant (FCA)	He is an Engineer with a Master's degree in Robotics with specialization in Computer Vision, Articial Intelligence and Intelligent Robotics from Carnegie Mellon University (CMU), U.S.A.



Board Membership of other Companies as on 31/03/2016.	<ol style="list-style-type: none"> 1. Dev Darshan Construction Private Limited 2. The Hitech and Associates Limited 3. The Hi-Tech Robotics Systemz Limited 4. Hitech Esoft Engineering Private Limited 5. Global Innovation & Technology Alliance 6. The Mayo Foundation 7. Omax Autos Limited 	<ol style="list-style-type: none"> 1. Kennametal India Limited 2. Premium Transmission Limited 3. The Hitech and Associates Limited 	<ol style="list-style-type: none"> 1. Manu Farms Private Limited 2. Chetana Inlease Pvt. Limited 3. Summit Inport Services Limited 4. Ultimate Cables Technotrends Limited 5. Vulcan Electro Controls Limited 6. The Hitech and Associates Limited 7. The Hi-Tech Robotic Systemz Limited 8. Hi-Tech Esoft Engineering Pvt. Ltd. 9. Hi-Tech Portfolio Investments Limited
Chairman/Member of the Committee of the Board of Directors as 31/03/2016	<p>The Hi-Tech Gears Limited CSR Committee (Member) Share Transfer Committee (Chairperson) Finance Committee (Chairperson)</p> <p>The Hi-Tech Robotic Systemz Limited CSR Committee (Chairperson)</p> <p>Omax Autos Limited Nomination & Remuneration Committee (Member)</p>	<p>Kennametal India Limited Audit Committee (Chairperson) Stakeholder Relationship Committee (Member) Nomination & Remuneration Committee (Member) CSR Committee (Member) Risk Mgt. Committee (Member)</p> <p>Premium Transmission Limited Audit Committee (Member) Nomination & Remuneration Committee (Member)</p>	<p>The Hi-Tech Gears Limited Audit Committee (Member)</p> <p>The Hi-Tech Robotic Systemz Limited CSR Committee (Member)</p>
Number of shares held in the Company as on 31/03/2016	3,117,401	-	844,062
Relationship with Directors	Mr. Pranav Kapuria – Son Mr. Anuj Kapuria – Son	None	Mr. Deep Kapuria – Father Mr. Pranav Kapuria – Brother

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



The Hi-Tech Gears Limited

Registered Office: - A-589, Industrial Complex, Bhiwadi- 301019, District Alwar, Rajasthan
CIN- L29130RJ1986PLC004536 website: - www.hitechgears.com
Tel.: +91(124)4715100 Fax: +91(124)2806085

PROXY FORM

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

Name of the member (s):

Registered Address:

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

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

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

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday the 23rd day of September, 2016 at 11:00 A.M. at registered office at A-589, Industrial Complex, Bhiwadi-301019, District Alwar, Rajasthan and at any adjournment thereof in respect of the resolutions as indicated below:

S. No.	Resolutions	No. of shares	For*	Against*
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the reports of the Director's and Auditor's thereon			
2	To confirm the interim dividend & to declare the final dividend on equity shares.			
3	To appoint a director in place of Mr. Anuj Kapuria, who retires by rotation and being eligible has offered himself for re-appointment			
4	To appoint Statutory Auditors and to fix their remuneration			
5	Re-appointment & Remuneration of Mr. Deep Kapuria as Chairman and Whole Time Director to be designated as Executive Chairman			
6	Continuation of employment of Mr. Deep Kapuria as Executive Chairman after attaining the age of 70 years (i.e. post 5th August, 2019).			
7	Regularisation of Mr. Bidadi Anjani Kumar as Non Executive Director			
8	Approval of remuneration of Cost Auditor for the financial year 2016-2017			
9	Approval of Inter-corporate Investments as per Section 186 of the Companies Act, 2013			
10	Approval of Borrowing Powers in terms of Section 180(1) (c) of the Companies Act, 2013			
11	Approval to Create mortgage and/or charge in respect of Company's movable /immovable properties, in terms of section 180(1)(a) of the Companies Act, 2013			

Signed this day of 2016.
(date) (Month)

Signature of Shareholder(s)



Signatures of:

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Notes:-

- *1. Please put a "Tick mark" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. Proxy 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.
3. This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at A-589, Industrial Complex, Bhiwadi-301019, District Alwar, Rajasthan at least 48 hours before the time of the Meeting.
* is optional. However, if you exercised the option, this may be treated as ballot form.

