



NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of The Hi-Tech Gears Limited will be held on Saturday, 29th September, 2018 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 Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Directors' and Auditors' thereon.
2. To confirm the payment of Interim Dividend and declare the Final Dividend on equity shares for the financial year 2017-18.
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.

SPECIAL BUSINESS:

4. Appointment of Mr. Anant Jaivant Talaulicar (DIN- 00031051) as Director

To consider and if thought fit to 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. Anant Jaivant Talaulicar (DIN- 00031051), who was appointed as an Additional Director by the Board of Directors in their meeting held on May 21, 2018, 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 from a member under Section 160 of the Act read with rules made thereunder, if any, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT his appointment shall be liable to retire by rotation at the Annual 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).”

5. 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/FDs/ purchase or subscription of equities/preference shares/ Debentures or Bonds/Mutual Funds, Advance 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) or for giving loans, guarantees or providing securities to any body corporate or other person/ entity whether in India or outside India, as may be considered appropriate for an amount upto an aggregate not exceeding Rs. 650 Cr (Rupees Six Hundred Fifty Crores Only) outstanding at any time under the said provisions 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.”

6. Approval of Related Party Transactions

To consider and, if thought fit, to pass the following Resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 & amendments thereof and in terms of the provisions of Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the consent of the Company be and is hereby accorded for approval of the following Related Party Transactions:-

Maximum value of contract/transaction (per annum) with effect from 1st October, 2018 (Rs. In Crores, net of taxes)			
Name of Related Parties		Transaction defined u/s 188(1) of the Companies Act, 2013	
		Sale, purchase or supply of any goods, materials	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
Vulcan Electro Controls Limited (Vulcan)	Upto 31.03.2019	Sale of Goods: Rs. 4.00 Crores Purchase of Goods: Rs. 72.00 Crores	Rendering of Job Work/Services: Rs. 4.00 Crores Receiving of Job Work/Services: Rs 20.00 Crores
	From 1.04.2019 to 31.03.2020 and thereafter with an increase of 15% p.a.,	Sale of Goods: Rs. 9.20 Crores Purchase of Goods: Rs.165.60 Crores	Rendering of Job Work/Services: Rs. 9.20 Crores Receiving of Job Work/Services: Rs 46.00 Crores
The Hi-Tech Engineering Systems Pvt. Ltd. (THESPL)	Upto 31.03.2019	Sale of Goods: Rs.12.50 Crores Purchase of Goods: Rs.32.50 Crores	Rendering of Job Work/Services: Rs. 2.50 Crores Receiving of Job Work/Services: Rs. 2.50 Crores
	From 1.04.2019 to 31.03.2020 and thereafter with an increase of 15% p.a.,	Sale of Goods: Rs.28.75 Crores Purchase of Goods: Rs.74.75 Crores	Rendering of Job Work/Services: Rs. 5.75 Crores Receiving of Job Work/Services: Rs. 5.75 Crores

FURTHER RESOLVED THAT above transactional limits are accounted for six months upto March31, 2019 and thereafter an increase of 15% p.a. on whole year value on year to year basis be and are hereby approved.

FURTHER RESOLVED THAT the Board of Directors of the Company and/or Committee thereof, be and are hereby authorized severally to take all steps and to do all such things and deeds as may be necessary to give effect to this resolution and to communicate necessary information to the Stock Exchanges, Members and such other authorities/persons as may be required under applicable Laws, the Companies Act, 2013, SEBI and rules and other applicable Laws/ regulations made there under."

7. Approval of remuneration of Cost Auditor for the financial year 2018-19

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), M/s Kabra & Associates, Cost Accountant appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT Mr. Pranav Kapuria, Managing Director and/or Mr. Anuj Kapuria, Whole Time Director and/or Mr. Vijay Mathur Chief Financial Officer and/or Mr. S.K. Khatri, Company Secretary of the Company be and are hereby severally authorized to do all such 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 Directors
The Hi-Tech Gears Ltd.**

**Place: New Delhi
Date: 03/08/2018**

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

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



NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 carrying voting rights. 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 Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive) for annual closing and determining the entitlement of shareholders to the Final Dividend for the financial year 2017-18.

4. If final dividend on shares is approved at the Annual General Meeting, payment of such dividend will be made to those members whose names appear in the Register of Members on September 29, 2018. In respect of the shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on the closing hours of business on September 22, 2018, 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. Pursuant to the SEBI Circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, every listed company has to update the Bank Account details and PAN of all the members of the Company. In view of above, members are requested to intimate changes, if any, pertaining to their name, postal address, email address (if any) telephone and mobile number, Permanent Account Number (PAN), mandates, nomination, power of attorney, Bank details such as, Name of the Bank and Branch, Bank Account Number, MICR code, IFSC code etc. to their DPs in case if share are held in electronic form and to Company's RTA in

case if shares are held in physical form. The request form for providing the above details (in case if shares are in physical form) is attached at the end of this report and is also available on website of the Company i.e. www.thehitechgears.com.

7. Pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, which provides that with effect from **December 05, 2018**, no request for transfer of securities shall be processed by the Company or RTA, as the case may be, until and unless the securities are held in the dematerialized form with a depository.

In view of above, the Members holding shares in physical form are requested to consider the same and convert their holding into dematerialized form to eliminate all risk associated with the physical shares. Members can contact the Company or RTA for any further assistance in this regard.

8. Pursuant to the provision of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer of the amount to unpaid dividend account would be transferred to the "Investor Education and Protection Fund (IEPF)" constituted by the Central Government and the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund from the Company. The Company has initiated a list of members entitled for such amount. The same is available on Company's website.

Further all shares, in respect of which dividends remain unclaimed/ unpaid for seven consecutive years or more, are also required to be transferred to IEPF. Accordingly, the Company identified 32 cases, total consisting of 11241 shares and transferred to IEPF Authority account after following due process. A list of such cases is available on the company website.

In respect of Dividend for the financial year 2010-11 (Final) 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. The proposed date for the transfer of unclaimed final dividend by the Company for the year 2010-11 to IEPF is 02nd November, 2018.

9. As per the provision of Section 89 read with Section 90 of the Companies Act, 2013, the combined effect of both the sections is that every person who is holding a beneficial interest in the shares of the Company shall submit his/her declaration to the Company in the prescribed form and thereafter the Company shall

intimate to the Registrar in the prescribed form along with such declaration.

For the purpose of the above provisions every person means an individual who holds beneficial interest of not less than 25% 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.

10. 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.
11. 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.
12. Electronic copy of the Annual Report for 2017-18 along with the Notice of the 32nd 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 FY 2017-18 along with Notice of the 32nd 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.
13. 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.
14. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.thehitechgears.com. The physical copies of the documents will also be available at the Company's Registered Office for inspection during 11:00 A.M. to 1:00 P.M on any working day except Saturdays and Sundays upto the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@thehitechgears.com.
15. 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 DPs for availing this facility.

16. Route Map and details of Prominent Landmarks of the venue of the meeting is enclosed.
17. Voting through electronic means:
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and as per Regulation 44(1) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - b. Ms. Akarshika Goel, Practicing Company Secretary and partner of M/s Grover Ahuja & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - c. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - e. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
 - f. The remote e-voting period commences on September 26, 2018 (09:00 a.m.) and ends on September 28, 2018 (05:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018, may cast their vote by remote e-voting.
 - g. The process and manner for remote e-voting are as under:



1. (I) **In case of Members receiving e-mail from NSDL/RTA/Company (For those members whose e-mail addresses are registered with Company/Depositories):-**
 - i. Open the PDF file attached to the email, using your Client Id/ Folio No. as password. The PDF file contains your User Id and Password for remote e-voting. Please note that the password provided in PDF file is 'Initial Password'.
 - ii. Launch internet browser and open <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for remote e-voting then you can use your existing User Id and Password/PIN for casting your vote.
 - v. If you are logging in for the first time, please enter the 'User Id' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - vi. Password change menu will appear. Change the 'Initial Password' with a new Password of your choice with minimum 8 digits/characters or combination thereof. Note the new Password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - viii. Select 'EVEN' i.e. 109032 of '**THE HI-TECH GEARS LIMITED**'.
 - ix. Now you are ready for remote e-voting as 'Cast Vote' page opens.
 - x. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - xi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - xii. Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@thehitechgears.com with a copy marked to evoting@nsdl.co.in.
- (II) **In case of Members receiving Physical copy of Notice of 32nd 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 e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
3. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, September 22, 2018.
6. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e. Saturday, September 22, 2018 (end of day), may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company's Registrar - Mas Services Limited at info@masserv.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

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

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

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
7. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
9. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

10. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.thehitechgears.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges.

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

Item No. 4

The Board of Directors ("the Board") on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Anant Jaivant Talaulicar (DIN-00031051) as an Additional Director in the Company to be designated as Non-Executive Director. His appointment was effective from May 21, 2018 up to the date of the Annual General 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 proposing the candidature of Mr. Anant Jaivant Talaulicar for the office of Director of the Company under Section 160 of the Companies Act, 2013.

Mr. Anant Jaivant Talaulicar consented to act as a Director of the Company and has given the requisite disclosures to the Board as provided under Section 152 and any other applicable provision of the Companies Act, 2013 and Rules made thereunder.

A brief resume & additional information of Mr. Anant Jaivant Talaulicar 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 terms and conditions of appointment of Mr. Anant Jaivant Talaulicar 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 01.00 p.m. on all working days (except Saturdays & Sundays).

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

Your Directors recommend the resolution set forth in item no. 4 for approval of the members as an **Ordinary Resolution**.

Except Mr. Anant Jaivant Talaulicar, 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. 4 of the Notice.

Item No. 5

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any investment/ give any loan/ give any guarantee or provide security to anybody corporate or other person whether in India or our side India beyond the prescribed ceiling provided a special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the shareholders in the Annual General Meeting held on September 23, 2016 have set a limit of Rs 600 Cr. the investments etc. Now this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or giving guarantee or providing securities in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding Rs. 650 Cr.

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.

Your Directors recommend the resolution set forth in item no. 5 for approval of the members as an **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. 6

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 188 and other applicable provisions of the Companies Act, 2013 all transactions with related parties, which are of material in nature, are subject to the approval of the Members of the Company by way of Ordinary Resolution.

For this purpose, the term "Material Transaction" means any transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity



The shareholders in their Annual General Meeting held on September 29, 2015 have authorised the Board to enter into transactions to the limits prescribed. However, the contracts with the related entities expire on September 30, 2018. In view of this a fresh approval is required pursuant to the new contracts upon the recommendation of Audit Committee and the Board.

Each of the proposed transaction with entities, such as Vulcan Electro Controls Limited (hereinafter referred to as 'Vulcan') and The Hi-Tech Engineering Systems Private Limited (hereinafter referred to as 'THESPL') is exceeding the materiality threshold as provided above therefore would require the approval of the by way of Ordinary Resolution.

In order to comply with the requirements of Companies Act, 2013 and Regulation 23 of said the Regulations, the Company proposes the members to approve the aforesaid related party transactions by way of Special Resolution, the details of which are mentioned below:

Name of the Related Parties

- a. Vulcan Electro Controls Limited (Vulcan)
- b. The Hi-Tech Engineering Systems Pvt. Ltd. (THESPL)

1. Nature of Relationship

- **With Vulcan Electro Controls Limited:** Mr. Anuj Kapuria is a common director & holds along with his relatives more than 2% of paid-up share capital of Vulcan.
- **With The Hi-Tech Engineering Systems Private Limited:** Mrs. Veena Kapuria, relative of all Executive Directors is a director in THESPL

2. Nature, material terms and other brief details of proposed transactions

i. With Vulcan Electro Controls Limited

- a) **From 01-10-2018 to 31-03-2019**, Sale of Goods: Rs. 4.00 Crores, Purchase of Goods: Rs. 72.00 Crores, Rendering of Job Work/ Services: Rs. 4.00 Crores, Receiving of Job Work/ Services: Rs. 20.00 Crores.
- b) **From 01-04-2019 to 31-03-2020**, Sale of Goods: Rs. 9.20 Crores, Purchase of Goods: Rs. 165.60 Crores, Rendering of Job Work/ Services: Rs. 9.20 Crores, Receiving of Job Work/ Services: Rs. 46.00 Crores.

Validity of arrangement: Long term ongoing arrangement unless terminated by the parties otherwise.

ii. With The Hi-Tech Engineering Systems Private Limited

- a) **From 01-10-2018 to 31-03-2019**, Sale of Goods: Rs. 12.50 Crores, Purchase of Goods: Rs. 32.50 Crores, Rendering of Job Work/ Services: Rs. 2.50 Crores, Receiving of Job Work/ Services: Rs. 2.50 Crores.
- b) **From 01-04-2019 to 31-03-2020**, Sale of Goods: Rs. 28.75 Crores, Purchase of Goods: Rs. 74.75 Crores, Rendering of Job Work/ Services: Rs. 5.75 Crores, Receiving of Job Work/ Services: Rs. 5.75 Crores.

Validity of arrangement: Long term ongoing arrangement unless terminated by the parties otherwise.

3. Name of the Directors / Key Managerial Personnel who is related, if any

Mr. Deep Kapuria, Chairman, Mr. Pranav Kapuria, Managing Director and Mr. Anuj Kapuria, Executive Director.

4. Any other information relevant or important for the Members to make a decision on the proposed transactions

The limits mentioned in 2(i)(b) and 2(ii)(b) are for the respective transactions are upto 31st March, 2020 and thereafter an increase of 15% pa on each transaction at whole year value basis. The Audit Committee and Board of Directors in its meeting held on August 03, 2018 has already approved the aforesaid transactions with Vulcan and THESPL.

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

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.

Item No. 7

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 2018-19 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 7 of the Notice.

Place: New Delhi
Date : August 03, 2018

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

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

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

Annexure A

Particulars	Mr. Bidadi Anjani Kumar	Mr. Anant Jaivant Talaulicar
Directors Identification Number (DIN)	00022417	00031051
Date of Birth & Age	25/03/1952 66 years	11/07/1961 57 years
Date of Initial appointment	03/11/2015	21/05/2018
Date of current re-appointment	29/09/2018 (Being proposed)	To be regularized in the ensuing annual general meeting.
Experience & Expertise	<p>Mr. Kumar is an existing management consultant of the 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.</p> <p>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.</p>	<p>Mr. Anant Jaivant Talaulicar is a Master of Mechanical Engineering and Master of Business Administration. He has rich experience in the Engineering field, Corporate Strategy and General Management. He served as a financial analyst and held manufacturing engineering and product management positions in the Engine Business Unit. The Company stands to benefit from his experience and expertise.</p> <p>He became Chairman & Managing Director of Cummins India in 2004.</p> <p>He also served as a member of the Confederation of Indian Industries, Society of Indian Automobile Manufacturers and Automobile Components Manufacturers Association.</p>
Qualification	Chartered Accountant	<ol style="list-style-type: none"> 1. Masters in Engineering from the University of Michigan. 2. Masters in Business Administration from Tulane University.
Board Membership of other Companies as on 31/03/2018.	<ol style="list-style-type: none"> 1. Kennametal India Limited 2. Premium Transmission Private Limited 3. Mikrotek Machines Limited 	<ol style="list-style-type: none"> 1. KPIT Technologies Limited 2. Trihans Trading Private Limited 3. Remex Finance Private Limited
Chairman/Member of the Committee of the Board of Directors as on 31/03/2018	<p>Kennametal India Limited Audit Committee (Chairman) Stakeholder Relationship Committee (Member) Nomination & Remuneration Committee (Member) CSR Committee (Member) Risk Management Committee (Member)</p> <p>Premium Transmission Private Limited Audit Committee (Member)</p>	<p>KPIT Technologies Limited Audit Committee (Member)</p>
Number of shares held in the Company as on 31/03/2018	-	-
Relationship with Directors	None	None

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



THE HI-TECH GEARS LIMITED

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

Form MGT -11 PROXY FORM

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

Name of the member (s):
Registered Address:
E-mail ID:.....Folio No. / DP ID-Client ID.....

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

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

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

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

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 11:00 A.M. at registered office at A-589, Industrial Complex, Bhiwadi - 301019, District Alwar, Rajasthan and at any adjournment thereof in respect of the resolutions as indicated below:

S. No.	Resolutions	No. of shares	for*	Against*
1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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 for the financial year 2017-18			
3	To appoint a director in place of Mr. Bidadi Anjani Kumar (DIN-00022417) who retires by rotation and being eligible has offered himself for re-appointment			
4	Appointment of Mr. Anant Jaivant Talaulicar (DIN- 00031051) as Non-Executive Director			
5	Approval of Inter-corporate Investments as per Section 186 of the Companies Act, 2013			
6	Approval of Related Party Transactions			
7	Approval of remuneration of Cost Auditor for the financial year 2018-19			

Signed this day of 2018.
(date) (Month)

Signature of Shareholder(s)

Signatures of:

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Affix
Revenue
Stamp

Notes:-

- *1. Please put a '✓' in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. Proxy 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 and the proxy cannot vote separately.



THE HI-TECH GEARS LIMITED

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ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 09:00 a.m. (IST) on September 26, 2018
End of e-voting	Upto 05:00 p.m. (IST) on September 28, 2018

The cut-off date (i.e. the record date) for the purpose of e-voting is September 22, 2018



TEAR HERE



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ATTENDANCE SLIP

I/We hereby record my presence at the 32nd Annual General Meeting held on Saturday, September 29, 2018 at 11.00 a.m. at the registered office of the Company at A-589, Industrial Complex, Bhiwadi - 301019, District Alwar, Rajasthan

Name of the Shareholders or Proxy (In Block Letters)

No. of Shares Held

Regd. Folio No./DPID-CLID

.....

.....

(Signature of the Shareholder/Proxy)

Note :

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.



(SHAREHOLDERS ARE REQUESTED TO SUBMIT THIS FORM TO RTA OF THE COMPANY)
REQUEST FORM

To,
MAS SERVICES LIMITED
 T-34, 2nd Floor, Okhla Industrial Area,
 Phase II, New Delhi - 110020

SUBJECT: - UPDATION OF BANK DETAIL AND PAN DETAIL

UNIT:
FOLIO NO:

Dear Sir,

With reference to your letter regarding the captioned subject, please find below our bank and PAN detail for updating the same in company records:

A	PAN of 1st shareholder	<input type="text"/>
	PAN of 2nd shareholder	<input type="text"/>
	PAN of 3rd shareholder	<input type="text"/>

B Bank Details of 1st Shareholder:

Name of Bank: _____

Branch Address : _____

9 Digit MICR Code

Bank Account Number

11 Digit IFSC Code

Account type: (Please tick '✓') Saving / Current account / cash credit

C. Other details:

EMAIL-ID:

(In block letters)

MOBILE No. / PHONE No.:

D Please tick '✓' any one of the below:

No change in our address:

My new address as follows. Please change/update my address in your records. I am enclosing any two proofs:
 Driving License/ Passport/ Aadhar Card/ Voter ID Card

New Address: (FILL IN BLOCK LETTERS)

Thanking you,
 Yours truly,

_____ <Signature of 1st Shareholder> NAME	_____ <Signature of 2nd Shareholder> NAME	_____ <Signature of 3rd Shareholder> NAME
-------------------------------------------------	-------------------------------------------------	-------------------------------------------------

Enclosures: 1. Self attested Copy of PAN card, including that of joint shareholder(s)
 2. Original cancelled cheque of 1st shareholder (with name printed on it)
 3. Self attested Copy of photo-ID address proof (in case of change of address)



Route Map

