



NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of M/s The Hi-Tech Gears Limited will be held on Saturday, December 26, 2020 at 5.00 P.M at the registered office of the Company at Plot No. 24,25,26, Sector-7, IMT Manesar, Gurugram, Haryana to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Director's and Auditor's thereon.
2. To appoint a director in place of Mr. Ramesh Chandra Jain (DIN-00038529), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval of remuneration of Cost Auditor for the financial year 2020-21

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Kabra & Associates, Cost Accountant appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

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

Naveen Jain
Company Secretary
Membership No: - A15237

Place: New Delhi
Date : August 13, 2020

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

Note: Pursuant to General Circular dated May 05,2020 read with circulars dated April 08,2020 and April 13,2020 issued by the Ministry of Corporate Affairs (MCA) and SEBI (LODR) Regulations, 2015, the Annual General Meeting (AGM) of the Company can be attended by the members through VC or OAVM mode.

NOTES:

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

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

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

- 1A In view of the continuous adverse impact of the Covid-19 pandemic, Government have mandated for Social distancing norms and the continuing restriction on movement of persons at several places in the Country. Hence, those shareholders who are unable to attend the meeting physically may attend the meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).
2. A Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Participation of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act along with members physically present at the AGM Venue.
4. Corporate Members are requested to send the details of their authorized representatives along with a duly certified copy of the Board Resolution to attend this meeting and to vote through remote e-voting in pursuant to Section 113 & other applicable provisions of the Companies Act, 2013 & Rules made thereunder. The said Resolution/ Authorization shall be sent electronically by email to the Scrutinizer at its registered e-mail address scrutinizer@thehitechgears.com.
5. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, or e-voting during the Annual General Meeting for participation in the meeting through VC/ OAVM,
6. The facility of joining the AGM through VC/OAVM mode, will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the AGM i.e. from 4.45 PM to 5.15 PM and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnel, senior personnel, auditors etc.
7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company shall remain closed from December 20, 2020 to December 26, 2020 (both days inclusive) for annual closing
8. During the period under review, an interim dividend of Rs.1.50/- per equity share (i.e. @15% on paid-up share capital of the company) was declared by the Board of Directors at its meeting held on February 07, 2020. It is confirmed that the Interim Dividend was paid within the time period mandated under the Companies Act, 2013.
9. The relevant details under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General

Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ reappointment.

10. Pursuant to the SEBI Circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, every listed company has to update the Bank Account details and PAN of all the members of the Company.

i. In view of above, members are requested to intimate changes, if any, pertaining to their name, postal address, email address (if any) telephone and mobile number, Permanent Account Number (PAN), mandates, nomination, power of attorney, Bank details such as, Name of the Bank and Branch, Bank Account Number, MICR code, IFSC code etc. to their respective Depository Participants (DPs) in case if share are held in electronic form. The Company or its Register and Share Transfer Agent (RTA) (Mas Services Limited) cannot act on any request received directly from members for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the members.

ii. In case, members holding shares in physical form are requested to submit the changes in above particulars to the Company's RTA. The request form for providing the above details (in case if shares are in physical form) is available on website of the Company i.e. www.thehitechgears.com

11. 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.

12. Pursuant to the provision of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer of the amount to unpaid dividend account would be eligible for transfer to the "Investor Education and Protection Fund (IEPF)" constituted by the Central Government and thereafter, the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund from the Company.

13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012-13 (Interim Dividend) to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Subsequently, all shares in respect of which dividends remain unclaimed/ unpaid for seven consecutive years or more are also transferred to IEPF Authority.

14. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such members whose shares are transferred to IEPF Suspend Account on its website at www.thehitechgears.com

15. Pursuant to Finance Act, 2020 Dividend income will be taxable in the hands of the shareholder w.e.f 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to members at prescribed rates in the Income Tax Act, 1961. In general, to enable compliance with TDS requirements for the ensuing period, when the Board may consider it appropriate to consider dividend, members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their depository participant or in case shares are held in physical form, with the Company .

16. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the

prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participants for availing this facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM

With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

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

For the purpose of the above provisions every person means an individual who holds, directly or indirectly, beneficial interest of not less than 10% in the shares of the Company. Therefore every members of the Company is requested to provide the declaration(s) regarding their beneficial interest, if any in the shares of the Company under the said provision of Act. The shareholders are further advised to refer Companies (Significant Beneficial Owners) Amendment Rules, 2019 before making declaration in respect of Beneficial Owner and Significant Beneficial Owner.

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

19. In Compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository. Members may note that the Notice of AGM and Annual Report 2019-20 will also be available on the Company's website at www.thehitechgears.com, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.

20. Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, For receiving all communications(including Annual Report) members may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/ copy of share certificate (in case of physical folio) via e-mail at the e-mail id info@masserv.com or secretarial@thehitechgears.com for obtaining the Annual Report and Notice of AGM

21. For ease of conduct, members who would like to ask questions/ express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance mentioning their name, demat account no./ Folio no., e-mail Id, mobile number etc at secretarial@thehitechgears.com. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting

22. The physical copies of the documents will also be available at the Company's Registered Office for inspection during 11:00 A.M. to 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.



23. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective Depository Participants for the shares held in dematerialized form and with the Registrar in respect of shares held in physical form.
24. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that not less than 3 (three) days of notice in writing is given to the Company before the commencement of the meeting.
25. Route Map and details of Prominent Landmarks of the venue of the meeting is annexed with this notice.
26. **Instruction for e-voting and joining the AGM are as follows:-**
- Pursuant to section 108 of the Companies Act, 2013 and the Rules framed thereunder and as per Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this 34th AGM Notice of the Company. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - The Company has fixed December 19, 2020 as the Cut –off Date for remote e-voting. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e, December 19, 2020 only. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
 - The remote e-voting period commences on December 23, 2020 (9:00 A.M. IST) and ends on December 25, 2020 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of December 19, 2020, may cast their vote by remote e-voting. The E-voting module shall be disabled by NSDL for voting after 05:00 p.m (IST) on December 25, 2020.
 - Ms. Akarshika Goel and/or Mr. Alok Jain, partners of M/s Grover Ahuja & Associates, Practicing Company Secretaries and/or Mr. Chetan Bhadouria, Partner of Corporates Doctor LLP have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting or through e-Voting (where the members attending the meeting through VC or OAVM) . In case Members cast their votes through any of the mode, voting done by remote e-voting shall prevail and votes cast through Ballot Form or e-voting shall be treated as invalid.

A. For Remote e- voting:

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):

- Launch internet browser and open <https://www.evoting.nsdl.com>
- Click on Shareholder – Login.
- 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.
- If you are logging in for the first time, please enter the 'User Id' and 'Initial Password' then click on 'Login'.
- Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
- Select 'EVEN' i.e. 115044 of '**THE HI-TECH GEARS LIMITED**'.
- Now you are ready for remote e-voting as 'Cast Vote' page opens.
- Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- Once you have confirmed your vote on the resolution, you cannot modify your vote.
- 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.

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

Manner of Holding	User ID
a) For Members who hold shares in Demat Account	DPID+ ClientID
b) For Members who hold shares in Physical Mode	Even No+ Folio No

- 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.
- 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 electronic mode.
- 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;
 - Voting through VC or OAVM who are attending the AGM through this mode.
- 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.

6. 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.

B. E-Voting during AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Procedure for joining the AGM through VC/OAVM

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@thehitechgears.com.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@thehitechgears.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

Item No. 3

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 2020-21 at a fee of upto Rs. 0.125 million plus Service Tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

Your Directors recommend the resolution set forth in item no. 3 for approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 3 of the Notice.

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

**Place: New Delhi
Date : August 13, 2020**

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

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



Annexure A

Particulars	Mr. Ramesh Chandra Jain
Directors Identification Number (DIN)	00038529
Date of Birth & Age	22/12/1946, 74 years
Date of Initial appointment	10/08/2011
Date of current re-appointment	At the 31 st AGM held on September 29, 2017, he was re-appointed as Non-Executive Director, liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.
Experience & Expertise	<p>Mr. Jain possesses a combination of the strategic thinking and perspective, along with sound operations experience.</p> <ul style="list-style-type: none">• He was rated the best student of the session 1972-73 and was awarded 'Society of British Aerospace Company Award' at Cranfield University.• He served as Vice Chairman of Eicher Group and he has rich experience of 42 years. He has worked for Eicher Group at various senior levels for 25 years.• He was Chairman, Haryana State Council for one year; Chairman, Manufacturing subcommittee for four years; and Chairman HR subcommittee for year 2007-08 and 2008-09. He has been invited by UNIDO and FAO on consultative Committees and also as a guest speaker to South Korea, Italy, etc.
Qualification	<ol style="list-style-type: none">1. B. Tech (Honors) in Mechanical Engineering (1968) from IIT.2. Masters in Industrial Management (1973) from Cranfield University, UK
Board Membership of other Companies as on 31/03/2020.	<ol style="list-style-type: none">1. The Hi-Tech Robotic Systemz Limited2. Minda Sai Limited3. Frick India Limited4. Indoi Systems Private Limited5. Modern Automotives Limited6. Titagarh Agrico Private Limited7. Kamdhenu Limited
Chairman/ Member of the Committee of the Board of Directors as on 31/03/2020	<p><u>Frick India Limited</u></p> <ul style="list-style-type: none">• Audit Committee (Member)• Nomination and Remuneration Committee (Chairman)• Corporate Social Responsibility (Chairman)• Stakeholder Relationship Committee (Chairman) <p><u>Minda Sai Limited</u></p> <ul style="list-style-type: none">• Audit Committee (Member)• Corporate Social Responsibility (Member) <p><u>The Hi-Tech Gears Limited</u></p> <ul style="list-style-type: none">• Corporate Social Responsibility Committee (Member) <p><u>The Hi-Tech Robotic Systemz Limited</u></p> <ul style="list-style-type: none">• Corporate Social Responsibility Committee (Member)
Number of shares held in the Company as on 31/03/2020	-
Relationship with Directors	None

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

THE HI-TECH GEARS LIMITED

Registered Office: - Plot No. 24-26, Sector-7, IMT Manesar, Gurugram Haryana 122050
 CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com
 Tel.: +91(124)4715100, Fax: +91(124)2806085, e-mail id: secretarial@thehitechgears.com

FORM NO. MGT-11 PROXY FORM

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

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

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

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

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Saturday the 26th Day of December, 2020 at 5:00 P.M. at registered office at Plot No. 24-26, Sector-7, IMT Manesar, Gurugram, Haryana 122050 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	No. of shares	For*	Against*
Ordinary Business:				
1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the reports of the Director's and Auditor's thereon— Ordinary Resolution			
2	To appoint a director in place of Mr. Ramesh Chandra Jain (DIN-00038529) who retires by rotation and being eligible has offered himself for re-appointment— Ordinary Resolution			
Special Business:				
3	Approval of remuneration of Cost Auditor for the financial year 2020-21 – Ordinary Resolution			

Signed this day of 2020.
 (Date) (Month)

Signature of the Shareholder(s)

Signatures of:

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Affix
 Revenue
 Stamp

Notes:-

- *1. Please put a '✓' in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. Proxy needs not to be a member of the Company. A person can act as proxy on behalf of for a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at Plot No. 24-26, Sector-7, IMT Manesar, Gurugram, Haryana 122050 at least 48 hours before the time of the Meeting.



THE HI-TECH GEARS LIMITED

Registered Office: - Plot No. 24-26, Sector-7, IMT Manesar, Gurugram Haryana 122050
CIN- L29130HR1986PLC081555 Website: - www.thehitechgears.com
Tel.: +91(124)4715100 Fax: +91(124)2806085 e-mail id: secretarial@thehitechgears.com

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 December 23, 2020
End of e-voting	Upto 05:00 P.M. (IST) on December 25, 2020

The cut-off date (i.e. the record date) for the purpose of e-voting is December 19, 2020

✂.....✂.....✂.....✂.....✂..... TEAR HERE✂.....✂.....✂.....✂.....✂.....



THE HI-TECH GEARS LIMITED

Registered Office: - Plot No. 24-26, Sector-7, IMT Manesar, Gurugram Haryana 122050
CIN- L29130HR1986PLC081555 Website: - www.thehitechgears.com
Tel.: +91(124)4715100 Fax: +91(124)2806085 e-mail id: secretarial@thehitechgears.com

ATTENDANCE SLIP

I/We hereby record my presence at the 34th Annual General Meeting held on Saturday, December 26, 2020 at 5.00 P.M. at the registered office of the Company at Plot No. 24-26, Sector-7, IMT Manesar, Gurugram Haryana 122050

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.

ROUTE MAP

