NOTICE

NOTICE is hereby given that the 40th Annual General Meeting ("AGM") of the Members of M/s. The Hi-Tech Gears Limited will be held on Tuesday, September 22, 2026, at 5:00 P.M. (IST) at the registered office of the Company at Plot No. 24, 25, 26, Sector-7, IMT Manesar, Gurugram, Haryana-122050, along with the facility to attend the AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To declare the final dividend @ 40% i.e. ₹ 4.00/- (Rupees four Only) per equity share having a face value of ₹ 10 each for the financial year 2025-2026 as recommended by the Board of Directors.

3. To appoint a director in place of Mr. Bidadi Anjani Kumar (DIN-00022417) who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a director in place of Mr. Kawal Jain (DIN-00910924) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Approval of remuneration of Cost Auditor for the financial year 2026-2027.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Kabra & Associates, Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2026-2027, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this resolution, including necessary documentation and filing of necessary statutory forms and returns to the appropriate authorities."

6. Re-appointment of Mr. Rajiv Batra (DIN-00082866) as a Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, Mr. Rajiv Batra (DIN-00082866), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from November 02, 2021 to November 01, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from November 02, 2026 upto November 01, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Rajiv Batra (DIN-00082866), as a Non-Executive Independent Director of the Company notwithstanding that he will attain the age of seventy five (75) years during his term of office, up to expiry of his approved tenure, on the terms and conditions as approved by the Board and Members of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this resolution, including necessary documentations such as issuance of appointment letter detailing the terms & conditions, duties & responsibilities be issued by the Board of Directors (including a duly constituted Committee), filing of necessary statutory forms and returns to the appropriate authorities."

7. Continuation of Directorship of Mr. Bidadi Anjani Kumar (DIN-00022417) as a Non-Executive Non-Independent Director of the Company at the completion of 75 years of age.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Bidadi Anjani Kumar (DIN-00022417), who would attain the age of seventy five (75) years on March 25, 2027, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper and expedient to give effect to this resolution, including necessary documentation such as issuance of appointment letter detailing the terms & conditions, duties & responsibilities be issued by the Board of Directors (including a duly constituted Committee), filing of necessary statutory forms and returns to the appropriate authorities."

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

Sd/-
Naveen Jain
Company Secretary
Membership No: - A15237

Place: New Delhi
Date: August 06, 2026

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

NOTES:

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

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

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

2. Pursuant to the applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the circulars issued by the Ministry of Corporate Affairs ("MCA"), including General Circular No. 03/2025 dated September 22, 2025 and any subsequent clarifications, amendments or notifications issued by MCA, time to time, permitting companies to convene their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") till further orders, and subject to compliance with the applicable statutory requirements and any circulars, notifications or guidelines issued by the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges from time to time, the Company is convening its AGM through VC/OAVM.

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

3. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting and e-Voting during the Annual General Meeting for participation in the meeting through VC/ OAVM.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the NSDL's e-Voting website at www.evoting.nsdl.com The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. 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.

6. 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.

7. 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 pursuant to Section 113 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder. The said Resolution/Authorization shall be sent electronically by email to the Scrutinizer at its registered e-mail address nirbhaykumar77@gmail.com

8. The Secretarial Auditor has issued Certificate that the ESOP Scheme is being implemented in accordance with Regulation 13 of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and in accordance with the resolution of the Shareholders of the Company and Nomination & Remuneration Committee of the Board of Directors.

9. The information and disclosures pertaining to the Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM"), as required under the provisions of the Companies Act, 2013, Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, Regulation 36(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the applicable statutory requirements, form an integral part of this Notice. The concerned Directors have furnished the requisite declarations, disclosures and confirmations as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

10. The Board of Directors of the Company has recommended to the shareholders a final dividend @40% i.e. ₹ 4 (Rupees four only) per equity share. If final dividend on shares is approved at the ensuing AGM, payment of such dividend will be made to those members, whose names appear in the Register of Members on September 15, 2026. 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 15, 2026, as per the details furnished by the depositories.

11. Pursuant to Finance Act, 2020 and provisions of the Income Tax Act, 2025 as amended from time-to-time, dividend income is taxable in the hands of the shareholder 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 "IT Act". In general, to enable compliance with TDS requirements members are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their Depository Participant or in case shares are held in physical form, with the Company. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received does not exceeds Rs. 10,000/- (Rupees Ten Thousand Only). The Company has also sent an email to all the shareholders at their registered email Ids in this regard. Members are requested to write to the RTA at investor@masserv.com for any queries/questions in this regard.

12. Pursuant to the applicable provisions, if any, of the Companies Act, 2013, SEBI Regulations and the circulars issued by SEBI from time to time including SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSD POD/I/4298/2026 dated February 6, 2026, shareholders holding securities in physical form are required to furnish/update their Permanent Account Number (PAN), KYC details, nomination, contact details, bank account particulars and specimen signature with the Registrar and Share Transfer Agent ("RTA"). Shareholders are advised that requests for transfer, transmission, transposition, issue of duplicate securities, claim from Unclaimed Suspense Account, replacement, renewal, exchange, endorsement, sub-division, consolidation of securities, deletion of name, change of name and other investor service requests shall be processed subject to compliance with the applicable SEBI requirements.

    Further, payment of dividend and other permissible cash benefits to shareholders holding securities in physical form shall be made only through electronic mode upon furnishing and updating the requisite KYC and bank account details with the RTA, except where specifically permitted under applicable laws.

    Accordingly, shareholders holding securities in physical form are requested to submit/update the following documents/details with the RTA through In-Person Verification ("IPV"), registered post, speed post, courier service or electronic mode with e-sign, or through such other modes as may be prescribed under applicable laws from time to time:

    i. Permanent Account Number (PAN) in Form ISR-1;

    ii. Nomination in Form SH-13 or declaration for opting out of nomination in Form ISR-3;

    iii. Contact details, including complete postal address with PIN code, mobile number and e-mail address;

    iv. Bank account details, including bank name, branch name, bank account number and IFSC;

    v. Specimen signature in Form ISR-2; and

    vi. Any cancellation or change in nomination in Form SH-14.

    Shareholders are requested to ensure that the aforesaid details are updated with the RTA at the earliest to facilitate seamless processing of investor service requests and receipt of dividends and other communications from the Company. All the above required documents/details are to be sent at the registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e. www.masserv.com

13. In terms of Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, transfer of securities of listed entities is permitted only in dematerialised form, except in cases of transmission or transposition of securities.

    Further, pursuant to the applicable SEBI circulars issued from time to time, listed entities are required to issue securities in dematerialised form in respect of the following investor service requests:

    i. Issue of duplicate securities certificates;

    ii. Claim from Unclaimed Suspense Account;

    iii. Renewal or exchange of securities certificates;

    iv. Endorsement;

    v. Sub-division/splitting of securities certificates;

    vi. Consolidation of securities certificates/folios;

    vii. Transmission; and

    viii. Transposition.

    Accordingly, members holding shares in physical form are encouraged to dematerialise their holdings at the earliest by opening a demat account with a Depository Participant ("DP") to avail seamless transferability of securities and minimise the risks associated with holding physical share certificates.

    Members are further advised to ensure that their PAN, KYC details, nomination particulars, contact details, bank account details and specimen signatures are duly updated with the Registrar and Share Transfer Agent ("RTA") in accordance with the applicable SEBI requirements. Investor service requests shall be processed subject to compliance with the applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI circulars and other statutory requirements in force from time to time.

    Members may contact the Company or the RTA for any assistance in relation to dematerialisation of shares or updation of KYC details.

14. 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.

15. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/investors for making payment of dividends in electronic mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective Depository Participants for the shares held in dematerialized form and with the Registrar in respect of shares held in physical form.

16. 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.

    During the financial year 2025-26, the Company has transferred the unpaid or unclaimed dividends declared for the financial years 2017-18 (Final Dividend) and 2018-19 (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.

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

17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participants for availing this facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

18. Pursuant to the provisions of Sections 89 and 90 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Significant Beneficial Owners) Rules, 2018, as amended from time to time, persons holding beneficial interest in the shares of the Company are required to make the necessary declarations to the Company in the prescribed forms and within the prescribed timelines. The Company, in turn, is required to file the requisite returns with the Registrar of Companies in accordance with the applicable provisions, if any.

Members are informed that the provisions relating to beneficial ownership under Section 89 and Significant Beneficial Ownership under Section 90 operate independently and are subject to separate compliance requirements. Accordingly, shareholders and other persons to whom these provisions are applicable are requested to ensure timely compliance with the applicable disclosure requirements.

Members may also refer to the Companies (Significant Beneficial Owners) Rules, 2018, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, before furnishing declarations relating to beneficial interest or significant beneficial ownership.

19. *Dispatch of Annual Report Through Electronic Mode:* In Compliance with the MCA Circulars dated May 12, 2020, January 15, 2021, and SEBI Circular May 13, 2022, January 5, 2023, October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, notice of AGM along with the Annual Report 2025-26 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 2025-26 will also be available on the Company's website at https://www.thehitechgears.com/investors.php, website of the Stock Exchanges where the shares of the company are listed i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.

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

20. The physical copies of the documents will also be available at the Company's Registered Office for inspection during business hours on all working days excluding Saturdays, Sundays and public holidays up to the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@thehitechgears.com.

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

22. SEBI, vide Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, has provided an Online Dispute Resolution (ODR) mechanism through the SMART ODR Portal for resolution of disputes arising in the securities market. Investors may first approach the Company/Registrar and Share Transfer Agent ("RTA") for resolution of their grievances. If the grievance is not satisfactorily resolved, the investor may approach SEBI through the **SCORES** platform and, if still not satisfied, may initiate dispute resolution through the **SMART ODR Portal**. The SMART ODR Portal can be accessed at https://smartodr.in/login.

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

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

The remote e-voting period commences on Saturday, September 19, 2026, at 09:00 A.M. (IST) and will end on Monday, September 21, 2026, at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 15, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 15, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and SEBI master circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	**1.** For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. **2.** Existing **IDeAS** users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. **3.** If you are not registered for **IDeAS** e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **4.** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or the e-voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will be opened. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	**8 Character DP ID followed by 8 Digit Client ID** For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	**16 Digit Beneficiary ID** For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	**EVEN Number followed by Folio Number registered with the company** For example, if folio number is 001*** and EVEN is 140827 then user ID is 140827001***

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow the steps mentioned below in **process for those shareholders whose email iDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"(**If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nirbhaykumar77@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/ Authority Letter etc. by clicking on **"Upload Board Resolution/Authority Letter"** displayed under **the "e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will

need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, T301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra East, Mumbai - 400051 at evoting@nsdl.com

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

1. In case shares are held in physical mode please complete PAN-KYC by using ISR-1, ISR-2
2. In case shares are held in demat mode please generate password as given in e-voting instruction
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2) Members are encouraged to join the Meeting through Laptops for better experience.
3) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5) Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@thehitechgears.com. The same will be replied by the company suitably.
6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 40TH ANNUAL GENERAL MEETING DATED AUGUST 06, 2026, IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: -

Item No. 5

Approval of remuneration of Cost Auditor for the financial year 2026-2027.

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 2026-2027 at a fee of up to ₹ 1,25,000 (Rupees One Lakh Twenty-Five Thousands) plus applicable tax and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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, the consent of the members is sought by passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-2027.

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

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of an **Ordinary Resolution.**

Item No. 06

Re-appointment of Mr. Rajiv Batra (DIN-00082866) as a Non-Executive Independent Director of the Company

Pursuant to the provisions of Section 149, Schedule IV and any other applicable provisions, if any, of Companies Act, 2013 ('Act') read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Rajiv Batra was appointed as an Independent Director of the Company with effect from November 02, 2021, for a term of five consecutive years ending on November 01, 2026, and the said appointment was approved by the Members at the 36th Annual General Meeting held on September 29, 2022. In view of the aforesaid provision, the term of five consecutive years of the aforementioned Independent Director is expiring on November 01, 2026.

Based on recommendation of Nomination and Remuneration Committee (NRC) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed his re-appointment as an Independent Director at this Annual General Meeting of the Company for second term of five years effective from November 02, 2026, not liable to retire by rotation.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has received notices under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

The Company has also received declaration(s) from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act & Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in terms of the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prescribes that consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years. During the proposed term of his re-appointment, he will attain the age of seventy-five years. The respective Special Resolution once passed, shall also be regarded as your approval under the aforesaid regulation, for continuation of Mr. Rajiv Batra as an Independent Director beyond the age of seventy-five (75) years.

Considering his extensive industry experience, strategic guidance, institutional knowledge and continued valuable contribution to the Board, the Board considers his continuation to be in the best interests of the Company and its stakeholders. Further, in the opinion of the Board, he fulfils the conditions for appointment as an Independent Director as specified in the Act & the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Further, a brief profile along with additional information of Mr. Batra is annexed herewith in **Annexure-A**, mentioning therein the nature of his expertise in specific functional areas and the name of the Company/ies in which he holds/held the position of a director as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms and conditions relating to his appointment.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the business hours on all working days excluding Saturdays, Sundays and public holidays will also be kept open at the venue of the AGM till the conclusion of the AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of above mentioned as an Independent Director.

Except Mr. Rajiv Batra, 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. 06 of the Notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution** in relation to re-appointment of Mr. Rajiv Batra, Independent Director for 2nd term of five consecutive years.

Item No. 07

Continuation of directorship of Mr. Bidadi Anjani Kumar (DIN-00022417) as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, no listed entity shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of Seventy-five (75) years unless a Special Resolution is passed to that effect in the general meeting with justification for such appointment/ continuation of such a person in explanatory statement in the notice of general meeting prior to the person attaining the age of Seventy-five (75) years.

Mr. Bidadi Anjani Kumar (DIN-00022417), Non-Executive Non-Independent Director, was appointed on the Board of the Company on 03rd November 2015. Mr. Bidadi Anjani Kumar will attain the age of 75 years on March 25, 2027, hence approval by way of Special Resolution is placed before the Members in order to comply with the aforesaid Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. Apart from being a Non-Executive Non-Independent Director on the Board, Mr. Kumar is also Chairperson of Stakeholders Relationship Committee & Corporate Social Responsibility Committee and member of Nomination and remuneration committee and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time. He has vast experience in Business Strategy, Financial Planning, Corporate Governance and Risk Management and has spent many years as the Chairman of Boards and Board Committees in both MNCs and Indian companies.

Considering his extensive industry experience, strategic guidance, institutional knowledge and continued valuable contribution to the Board, the Board considers his continuation to be in the best interests of the Company and its stakeholders. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

Mr. Bidadi Anjani Kumar (DIN-00022417) has also confirmed that he is not disqualified from being appointed or continued as Director, in terms of the provisions of Section 164(2) and other applicable provisions, if any, of the Companies Act, 2013 and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting, comprehensive details regarding the appointment or reappointment of Directors have been provided in the Notice in **Annexure-A**. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the business hours on all working days excluding Saturdays, Sundays and public holidays and will also be kept open at the venue of the AGM till the conclusion of the AGM.

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. 07 of the Notice.

The Board, therefore, recommend the resolution as set out in the notice for the approval of the members of the Company by way of a **Special Resolution** in relation to continuation of Mr. Bidadi Anjani Kumar, as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age.

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

No.	Particulars	Mr. Bidadi Anjani Kumar *(Non-Executive Non-Independent Director)*	Mr. Kawal Jain *(Non-Executive Non-Independent Director)*
1.	**Directors Identification Number (DIN)**	00022417	00910924
2.	**Age**	74 Years (DOB – 25/03/1952)	59 Years (DOB – 20/11/1966)
3.	**Date of Initial appointment**	03-11-2015	26-10-2023
4.	**Date of current re-appointment**	In terms of Section 152(6) of the Companies Act, 2013, he was re-appointed at the 38th AGM held on September 26, 2024. Being eligible, he has now offered himself for re-appointment.	In terms of Section 152(6) of the Companies Act, 2013, he was appointed through Postal Ballot dated December 22, 2023. Being eligible, he has now offered himself for re-appointment.
5.	**Experience & Expertise**	Mr. Bidadi Anjani Kumar is an existing management consultant of one of the group Company. He has vast experience in Business Strategy, Financial Planning, Corporate Governance and Risk Management and has spent many years as the Chairman of Boards and Board Committees in both MNCs and Indian companies. Mr. 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.	Mr. Kawal Jain is a seasoned professional and Senior Partner in Gupta Vigg & Co., Chartered Accountants with more than 35 years of industry experience in all spheres of Accounting, Finance, Taxation and Management Advisory services. He is associated with THGL group since inception and having immense contribution in growth of group. He is an expert on transfer pricing matters, credit underwriting and due diligence and involved in expert advisory to various reputed corporates to build, evaluate and monitor their overall finance and operations Framework through services such as Business Process Reviews, Risk Based Internal Audit, Enterprise Risk Management etc.
6.	**Qualification**	Fellow member of The Institute of Chartered Accountants of India.	He holds degree in Bachelor of Commerce from Kurukshetra University, and Chartered Accountant (Institute of Chartered Accountants of India- 'ICAI'). He also holds Diploma in Information System Audit (DISA) and Certification on International Taxation from ICAI.
7.	**Board Membership of other Companies***	Refer Annexure-A	1. Graffiti Consultants Private Limited
8.	**Chairman/Member of the Committee of the Board of Directors***	Refer Annexure-A	**THE HI-TECH GEARS LIMITED*** 1. Audit Committee - Member
9.	**Details of Remuneration and remuneration last drawn**	Refer Annexure-A	Details of remuneration are provided in the Corporate Governance Report forming part of Annual Report.
10.	**Number of Board meetings attended during the year**	Refer Annexure-A	Mr. Kawal Jain attended all the Six (6) Board meetings held during the financial year 2025-2026.
11.	**Number of shares held in the Company as on March 31, 2026**	Refer Annexure-A	1100 equity shares
12.	**Relationship with Directors**	Refer Annexure-A	Mr. Kawal Jain is not related to any director.

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

ANNEXURE-A

ANNEXURE TO THE EXPLANATORY STATEMENT

Information about the directors proposed to be appointed/re-appointed pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on AGM is furnished below:

SN	Particulars	Mr. Rajiv Batra *(Independent Director)*	Mr. Bidadi Anjani Kumar *(Non-Executive Non-Independent Director)*
1.	Directors Identification Number (DIN)	00082866	00022417
2.	Date of Birth & Age	70 years (DOB – 30/09/1955)	74 Years (DOB – 25/03/1952)
3.	Date of Initial appointment	02/11/2021	03/11/2015
4.	Terms and Conditions of appointment	Re-appointment as a Non-Executive Independent Director for a period of five years commencing from November 02, 2026, to November 01, 2031 (both days inclusive), not liable to retire by rotation.	Continuation as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age on March 25, 2027, liable to retire by rotation.
5.	Brief Profile (Qualification, Experience & Expertise)	Mr. Rajiv Batra is Economics Honors graduate from Shriram College Delhi and Fellow member of The Institute of Chartered Accountants of India. Mr. Rajiv Batra possesses over four decades of extensive experience in the fields of finance and accounting across India and the United States. He is recognized as a strategic business leader, having provided guidance to organizations in scaling their operations through strategic inputs, timely interventions, and facilitation of cost-effective funding arrangements. He was associated with Xerox for over 15 years and was among the founding members of its finance function in India, where he rose to the position of Chief Financial Officer. Thereafter, he was appointed at Xerox Inc., Stamford, Connecticut, USA, as Head – Controls for Developing Markets and subsequently elevated to the position of Chief Financial Officer for Developing Markets. He has also served with Digital Equipment India Limited, a subsidiary of a US-listed corporation, and Cummins India Limited as Chief Financial Officer, where he led the finance function and was instrumental in driving financial turnaround and business restructuring initiatives. During his tenure, he has acquired comprehensive experience across various domains of finance, including treasury, financial planning and analysis, internal controls, audit, and corporate governance, and has engaged with the Independent Directors of listed entities.	Mr. Bidadi Anjani Kumar is a Fellow member of The Institute of Chartered Accountants of India. Mr. Kumar is an existing management consultant of one of the group Company. He has vast experience in Business Strategy, Financial Planning, Corporate Governance and Risk Management and has spent many years as the Chairman of Boards and Board Committees in both MNCs and Indian companies. 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.
6.	Relationship with Directors/KMP	Mr. Rajiv Batra is not related to any director.	Mr. Bidadi Anjani Kumar is not related to any director.
7.	Board directorships of other Companies*	1. Mitil Polymer Pvt. Ltd. 2. Mi Torica India Pvt. Ltd. 3. Uno Minda EV Systems Pvt. Ltd. 4. Uno Minda Ltd. 5. Ufo Moviez India Ltd. 6. Jakson Green Ltd. 7. JGPL-RVNL EPC Pvt. Ltd. 8. Scrabble Entertainment DMCC	1. Mikrotek Machines Limited 2. Excel Controlinkage Private Limited 3. Greaves Finance Limited

SN	Particulars	Mr. Rajiv Batra *(Independent Director)*	Mr. Bidadi Anjani Kumar *(Non-Executive Non-Independent Director)*
8.	Chairperson/ Member of the Committee of the Board of Directors*	**1. UNO Minda Limited** AC - Chairman and Member SRC - Member NRC - Member **2. UFO Moviez India Limited** AC - Chairman and Member NRC - Chairman and Member CSR - Member **3. MITIL Polymer Private Limited** AC – Member NRC - Member **4. MI Torica India Private Limited** AC – Member NRC - Member **5. Jakson Green Limited** AC - Chairman and Member **6. The Hi-Tech Gears Limited** AC - Chairman and Member	**THE HI-TECH GEARS LIMITED** 1. NRC – Member 2. CSR – Chairman and Member 3. SRC – Chairman and Member **EXCEL CONTROLINKAGE PRIVATE LIMITED** 1. NRC – Member 2. CSR – Chairman and Member 3. AC – Chairman and Member **GREAVES FINANCE LIMITED** 1. NRC – Member 2. AC – Chairman and Member
9.	Resignation from Board directorships and Memberships of the Committee of other Companies in last 3 years*	**Uno Minda Mobility Solutions Pvt. Ltd.** – *ceased w.e.f. February 28, 2026*	**Kennametal India Ltd.** – *ceased w.e.f. November 03, 2024*
10.	Details of Remuneration and remuneration last drawn (as Director)	Details of remuneration are provided in the Corporate Governance Report forming part of Annual Report.	Details of remuneration are provided in the Corporate Governance Report forming part of Annual Report.
11.	Number of Board meetings attended	Mr. Rajiv Batra attended all the Six (6) Board meetings held during the financial year 2025-2026.	Mr. Bidadi Anjani Kumar attended all the Six (6) Board meetings held during the financial year 2025-2026.
12.	Number of shares held in the Company	NIL	NIL
13.	In case of Independent Director, the skills and capabilities required for the role	In the opinion of the Board of Directors, Mr. Rajiv Batra possesses the requisite skills, expertise and capabilities required for the role of an Independent Director. He brings over four decades of experience in finance and accounting across India and the United States. He is a seasoned business leader with demonstrated ability to support organizations in scaling their operations through strategic guidance, timely interventions and facilitation of cost-effective funding solutions. Accordingly, he fulfils the skill, experience and competency requirements as identified by the Board for the said role.	NA

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

In the above given table, NRC stands for Nomination and Remuneration Committee; CSR stands for Corporate Social Responsibility Committee, AC stands for Audit Committee, RMC stands for Risk Management Committee, SRC stands for Stakeholders Relationship Committee, FC stands for Finance Committee and STC stands for Share Transfer Committee.

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

Sd/-
Naveen Jain
Membership No: - A15237
Company Secretary

Place: New Delhi
Date: August 06, 2026

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

The Hi-Tech Gears Limited

Registered Office: - Plot No. 24,25,26, Sector-7,IMT Manesar, Gurugram, Haryana-122050
CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com
Tel.: +91(124)4715200, e-mail id: secretarial@thehitechgears.com

FORM NO. MGT-11

PROXY FORM

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

Name of the member(s): ....

Registered Address: ....

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

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

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

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

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

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Tuesday the 22nd day of September, 2026 at 05:00 P.M. at registered office at Plot No. 24-26, Sector-7, IMT Manesar, Gurugram, Haryana 122050 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	No. of shares	For*	Against*
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, 2026, together with the Reports of the Board of Directors and Auditors thereon.			
2	To declare the final dividend @ 40% i.e. ₹ 4.00/- (Rupees four Only) per equity share having a face value of ₹ 10 each for the financial year 2025-2026 as recommended by the Board of Directors.			
3	To appoint a director in place of Mr. Bidadi Anjani Kumar (DIN-00022417) who retires by rotation and being eligible, offers himself for re-appointment.			
4	To appoint a director in place of Mr. Kawal Jain (DIN-00910924) who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
5	Approval of remuneration of Cost Auditor for the financial year 2026-2027 – Ordinary Resolution			
6	Re-appointment of Mr. Rajiv Batra (DIN-00082866) as a Non-Executive Independent Director of the Company - Special Resolution			
7	Continuation of Directorship of Mr. Bidadi Anjani Kumar (DIN-00022417) as a Non-Executive Non-Independent Director of the Company at the completion of 75 years of age - Special Resolution			

Signed this .... day of.............……............................... 2026.
(Date) (Month)

Affix
Revenue
Stamp

Signature of the Shareholder(s)

Signatures of:

....
First Proxy Holder **Second Proxy Holder** **Third Proxy Holder**

Notes:-

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

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 Plot No. 24,25,26 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. 24,25,26, Sector-7,IMT Manesar, Gurugram, Haryana-122050
CIN- L29130HR1986PLC081555, Website: - www.thehitechgears.com
Tel.: +91(124)4715200, e-mail id: secretarial@thehitechgears.com

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 remote e-voting	From 09:00 A.M. (IST) on September 19, 2026
End of remote e-voting	Upto 05:00 P.M. (IST) on September 21, 2026

The cut-off date (i.e. the record date) for the purpose of e-voting is September 15, 2026

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

The Hi-Tech Gears Limited

Registered Office: - Plot No. 24,25,26, Sector-7,IMT Manesar, Gurugram, Haryana-122050
CIN- L29130HR1986PLC081555, website: - www.thehitechgears.com
Tel.: +91(124)4715200, e-mail id: secretarial@thehitechgears.com

ATTENDANCE SLIP

I/We hereby record my presence at the 40th Annual General Meeting held on Tuesday, September 22, 2026 at 05.00 PM at the registered office of the Company at Plot No. 24,25,26, Sector-7, IMT Manesar, Gurugram, Haryana-122050

Name of the Shareholder(s) or Proxy (In Block Letters) ....

No. of Shares Held ....

Regd. Folio No./DPID-CLID ....

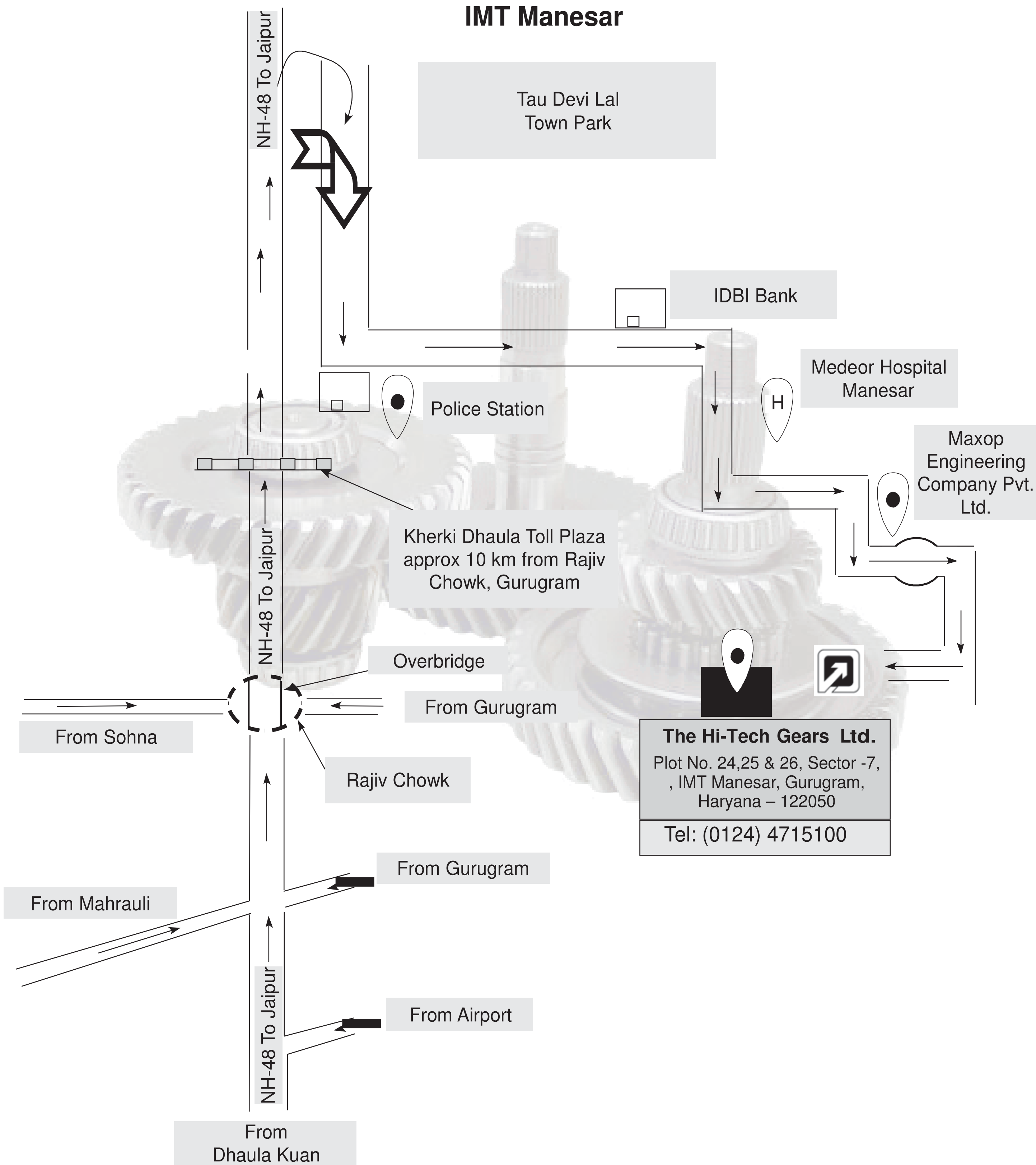
....

(Signature of the Shareholder/Proxy)

Note:

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

ROUTE MAP



IMT Manesar
NH-48 To Jaipur
Tau Devi Lal
Town Park
IDBI Bank
Medeor Hospital
Manesar
H
Police Station
Maxop
Engineering
Company Pvt.
Ltd.
Kherki Dhaula Toll Plaza
approx 10 km from Rajiv
Chowk, Gurugram
NH-48 To Jaipur
Overbridge
From Gurugram
From Sohna
Rajiv Chowk
The Hi-Tech Gears Ltd.
Plot No. 24,25 & 26, Sector -7,
, IMT Manesar, Gurugram,
Haryana – 122050
Tel: (0124) 4715100
From Gurugram
From Mahrauli
NH-48 To Jaipur
From Airport
From
Dhaula Kuan