

Notice

Hi-Tech Gears Ltd.



Notice is hereby given to the members of Hi-Tech Gears Limited, that the 20th Annual General Meeting of the Company will be held on Monday the 11th day of September, 2006, at 11.00 A.M., at the Registered Office of the Company, at A-589, Industrial Complex, Bhiwadi - 301019 (Rajasthan), to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2006 and the Profit and Loss Account for the year ended on that date together with the Auditors' and Directors' Report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Pranav Kapuria, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. K.L. Kalra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

By Order of the Board of

Hi-Tech Gears Limited

Sd/-

Praveen Jain

Company Secretary

Place: Gurgaon

Date : 30th June, 2006.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books will remain closed from 01 September to 11, September 2006 (both days inclusive).

3. If dividend on shares as recommended by the board of directors is approved at the Annual General Meeting, payment of such dividend will be made to those members whose names appear in the Register of Members on 11 September, 2006. 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 31 August, 2006 as per the details furnished by the depositories for this purpose.
4. Members desiring any information as regards the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready.
5. As per the regulations of National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) the Company is obliged to print the bank details on the dividend warrants as furnished by NSDL & CDSL (the Depositories) to the Company and the Company can not entertain any request for deletion/change of bank details already printed on the dividend warrants as per information received from the concerned depositories. In this regard members are advised to contact their depository participant (DP) and furnish the particulars of any change desired by them and in case they wish to avail ECS facility, then accordingly furnish the details in necessary format to their DP only.
6. Pursuant to the provision of Section 205A of the Companies Act, 1956, the amount of dividend which remains unclaimed for a period of Seven years from the date of transfer of the amount to unpaid dividend account would be transferred to the Investor Education and Protection Fund and the shareholders would not be able to make any claims as to the amount of dividend so transferred to the fund. Hence, the shareholders who have not yet encashed their dividend warrants are requested in their own interest to write to the Company immediately for claiming outstanding dividends declared by the Company since 1998-99.
7. Information pursuant to Clause 49 VI (A) of the Listing Agreement, is annexed hereto with regards to the appointment/reappointment of the Directors.

Information pursuant to Clause 49 VI (A) of the Listing Agreement

Forming part of Notice calling 20th Annual General Meeting

I. Mr. Pranav Kapuria, Deputy Managing Director, joined the Company in the year 2000. Mr. Pranav Kapuria retires by rotation at the 20th Annual General Meeting and being eligible offers himself for reappointment. The details as per Clause 49 are as under:

Name	Mr. Pranav Kapuria
Date of Birth	July 16, 1975
Father's Name	Mr. Deep Kapuria
Address	180 Sainik Farms, New Delhi - 110062.
Qualifications	<ul style="list-style-type: none"> ➤ Bachelor of Commerce with Honours from Delhi University ➤ MBA from Cardiff Business School, University of Cardiff, U.K. ➤ Certificate Program in Lean Manufacturing from University of Michigan, College of Engineering USA.
Nature of Expertise	➤ Lean Manufacturing;
Other Directorship	<ul style="list-style-type: none"> ➤ Hi-Tech Portfolio Investments Ltd. ➤ Hi-Tech & Associates Pvt. Ltd. ➤ Getrag Hi-Tech Gears (India) Pvt. Ltd. ➤ Hi-Tech Robotic Systemz Inc. ➤ Hi-Tech Robotic Systemz Ltd.

II. Mr. K.L. Kalra, joined the company as a director in the year 1997. Mr. Kalra, retires by rotation at the 20th Annual General Meeting and being eligible offers himself for reappointment. The details as per Clause 49 are as under:

Name	Mr. K.L. Kalra
Date of Birth	July 30, 1929
Father's Name	Late. Mr. Gokul Chand
Address	B-2/74, Safdarjung Enclave, New Delhi
Qualifications	<ul style="list-style-type: none"> ➤ CAIIB ➤ LLB ➤ B.A.
Nature of Expertise	<ul style="list-style-type: none"> ➤ Planning & Development ➤ Finance; ➤ Statutory Audits; ➤ Personnel; ➤ Operations; ➤ Management; ➤ Accounts; ➤ Inter Branch Reconciliation.
Other Directorship	➤ SLD Auto Ancillary Ltd.