



Hi-Tech Gears Limited

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

CIN- L29130RJ1986PLC004536 website: - www.hitechgears.com

Tel.: +91(124)4715100 Fax: +91(124)2806085

PROXY FORM

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

Name of the member (s):

Registered Address:

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

I/We, being the member (s) of shares of the 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 28th Annual General Meeting of the Company, to be held on Thursday the 18th day of September, 2014 at 11:00 A.M. at registered office at A-589, Industrial Complex, Bhiwadi-301019, District Alwar, Rajasthan and at any adjournment thereof in respect of the resolutions as indicated below:

S. No.	Resolution	No. of shares	For*	Against*
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014, together with the reports of the Director's and Auditor's thereon			
2	To confirm the interim dividend & to declare the final dividend on equity shares.			
3	To appoint a director in place of Mr. Ramesh Chandra Jain (DIN 00038529), who retires by rotation and being eligible has offered himself for re-appointment			
4	To appoint Auditors and to fix their remuneration			
5	Appointment of Mr. Sandeep Dinodia as an Independent Director			
6	Appointment of Mr. Anil Kumar Khanna as Independent Director			
7	Appointment of Mr. Puthenvittil Chandapillai Mathew as Independent Director			
8	Appointment of Mr. Vinit Taneja as Independent Director			
9	Appointment of Mr. Krishna Chandra Verma as Independent Director			
10	Appointment of Mr. Prosad Dasgupta as Independent Director			
11	Approval of Inter-corporate Investments as per Section 186 of the Companies Act, 2013			
12	Remuneration to Non-Executive Directors for attending Board/ Committee Meetings			
13	Approval of Borrowing Powers in terms of Section 180(1) (c) of the Companies Act, 2013			
14	Approval to Create mortgage and/or charge in respect of Company's movable / immovable properties, in terms of section 180(1)(a) of the Companies Act, 2013.			

Signed this day of 2014.
(date) (Month)

Signature of Shareholder(s)

Signatures of:

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Notes:-

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

2. Proxy need not to be a member of the Company. A person can act as proxy on behalf of for a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at A-589, Industrial Complex, Bhiwadi-301019, District Alwar, Rajasthan at least 48 hours before the time of the Meeting.

* is optional. However, if you exercised the option, this may be treated as ballot form.

Affix
Revenue
Stamp