DON BANTHIA & ASSOCIATES



Company Secretaries

SCRUTINIZER REPORT

To, The Chairman, Hi-Tech Gears Limted A-589, Industrial Complex, Bhiwadi, Alwar, Rajasthan-301019

Sub: Resolutions passed through E-Voting and Poll conducted at the 28th Annual General Meeting of Hi-Tech Gears Limted.

I. Don Banthia, (Practicing Company Secretary), have been appointed as the Scrutinizer by the Board of Directors of Hi-Tech Gears Limted having its registered office at A-589, Industrial Complex, Bhiwadi, Alwar, Rajasthan-301019, for the purpose of scrutinizing the electronic voting process and votes through poll held at the Annual General Meeting; i.e. 18th September, 2014.

The Company had appointed Central Depository Services Limited., (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Wednesday, 10th September, 2014, at 09:00 A.M. till Friday, 12th September, 2014, at 06:00 P.M.

The Company had also provided voting facility by poll at the 28th Annual General of the Company, to the members present in person or by proxy; who did not exercised their right to vote through electronic voting facility.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 28th Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.

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8/33, 3rd Floor, Satbhrava School Marg, W.E.A. Karol Bagh, New Delhi-110005 Tel: + 91 11 42773662, 45091596

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The result of the E-Voting together with that of Poll is as follows:

(A) As an Ordinary Resolution- Item No. 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

Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,555	46,33%
Total	22	103,77,877	100%

II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3-	*:	-
Poll		8	-
Total			

68

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cas (Shares)	% of total number of invalid votes
E-Voting	•	-	-
Poll		3	*
Total	*		

(B) As an Ordinary Resolution-Item No.2.

To confirm the interim dividend & to declare the final dividend on equity shares

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%

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	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting		9	- 4
Poll		3	2
Total	E:	3	

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	*	- 4	
Poll	e:	*	-
Total	-	2	27

(C) As an Ordinary Resolution- Item No.3.

Appointment of Director in place of Mr. Ramesh Chandra Jain (DIN: 00038529), who retires by rotation and being eligible offers himself for re-appointment.

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8/33, 3rd Floor, Satbhrava School Marg, W.E.A. Karol Bagh, New Deihl-110005. Tel: + 91 11 42773662, 45091596



I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting			
PoII			
Total	39	=======================================	3

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	*	(**)	F.
Poll		3.	
Total	+>	(*)	

(D) As an Ordinary Resolution-Item No.4.

Appointment of M/s Gupta Vigg & Company Chartered Accountants as Statutory Auditor of the Company and fix their remuneration.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%

Board

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	(4)	-	
Poll	3		17
Total		Ε:	

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	76	
Poll	•	7.53	3
Total	3	*	G

(E) As an Ordinary Resolution- Item No.5.

Appointment of Mr. Sandeep Dinodia as an Independent Director of the Company



1. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53,67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%

Voted against the Resolution: 11.

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	200	
Poll	-	25	
Total	17	**	-



III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	7#5	¥.	4
Poll	*	- 3	-
Total	387	ė	;A)

(F) As an Ordinary Resolution-Item No.6.

Appointment of Mr. Anil Kumar Khanna as an Independent Director of the Company

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%





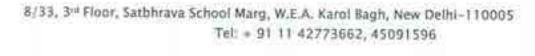
	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting			
Poll			-
Total		: *	

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting		393	
Poll		(4)	-
Total		3)	

(G) As an Ordinary Resolution- Item No.7.

Appointment of Mr. Puthenvittil Chandapillai Mathew as an Independent Director of the Company



L Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	=	-	-
Poll		\7	8
Total	•		*



III. Invalid Votes

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	(4)	¥	9
Poll	(8)	36	
Total	2:20	9	19

(H) As an Ordinary Resolution-Item No.8.

Appointment of Mr. Vinit Taneja as an Independent Director of the Company

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	.9	55,70,322	53.70%
Poll	11	48,01,955	46.30%
Total	20	103,72,277	100.00%



	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	80	Ĭ.	1
Poll	7 2. 2	ŧſ	
Total	(4)	2	14

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	(4)	-	+
Poll	\$	2	-
Total		+.	-

(I) As an Ordinary Resolution-Item No.9

Appointment of Mr. Krishna Chandra Verma as an Independent Director of the Company





I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13.	48,07,555	46.33%
Total	22	103,77,877	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1345	43	(*)
Poll	3.	2	720
Total	:8.0	*)	3.00

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	30	-	18.
Poll	(*)		(6)
Total	(4)	-	357

(J) As an Ordinary Resolution- Item No.10.

Appointment of Mr. Prosad Dasgupta as an Independent Director of the Company

Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poli	13	48,07,555	46.33%
Total	22	103,77,877	100%



	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	- 2/	¥:	-
Poll	20	Ē	:
Total	(4)	-	+

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting		8	-
Poll		•	
Total	92	-	:

(K) As a Special Resolution-Item No.11.

Approval of Inter-corporate Investments as per Section 186 of the Companies Act, 2013

Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	(Pa)		
Poll	18	· ·	2
Total	7.5	-	3



III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting		-	
Poll	55	(*	3
Total	120	8	2

(L) As a Special Resolution-Item No.12,

Remuneration to Non-Executive Directors for attending Board/ Committee Meeting

L. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53,67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%



	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting		-	
Poll	7#1	-	-
Total	28		-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting		-	
Poll	(e	:-	
Total	/ go	- 4	

(M) As a Special Resolution-Item No.13.

Approval of Borrowing Powers in terms of Section 180(1) (c) of the Companies Act, 2013



Voted in the favour of the Resolution;

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-9	55;70,322	53.67%
Poll	13	48,07,555	46.33%
Total	22	103,77,877	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	100	9	3
Poli	(#)		*
Total	260	-	2



Invalid Votes: III.

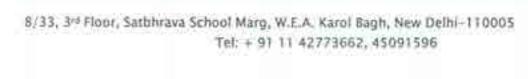
	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting		*	-
РоП	2#5	·	*
Total	**	-	2

(N) As a Special Resolution-Item No.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

Voted in the favour of the Resolution: L.

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	55,70,322	53.67%
Poll	13	48,07,550	46.33%
Total	22	103,77,877	100%





	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	343		2
Poll	154	:7	
Total	÷	-	*

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting		€	•
Poll			
Total			





The register, all other papers and relevant records relating to electronic voting and physical poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

New Debt

Thanking You,

Yours Faithfully,

For Don Banthia & Associates

(Don Banthia)

C.P No. 12613

Dated: 19th September, 2014 Place: Wew Delhi