



SCRUTINIZER REPORT

To,
The Chairman,
Hi-Tech Gears Limited
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 Limited.

I, Don Banthia, (Practicing Company Secretary), have been appointed as the Scrutinizer by the Board of Directors of Hi-Tech Gears Limited 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.



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

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	-	-	-
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	-	-	-
Poll	-	-	-
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%

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	-	-	-
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	-	-	-

(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.

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	-	-	-
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	-	-	-
Poll	-	-	-
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%

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	-	-	-
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	-	-	-

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

Appointment of Mr. Sandeep Dinodia 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	-	-	-
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	-	-	-
Poll	-	-	-
Total	-	-	-

(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%

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	-	-	-
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	-	-	-

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

Appointment of Mr. Puthenvittil Chandapillal Mathew 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	-	-	-
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	-	-	-
Poll	-	-	-
Total	-	-	-

(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%



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	-	-	-
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	-	-	-

(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	-	-	-
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	-	-	-
Poll	-	-	-
Total	-	-	-

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

Appointment of Mr. Prosad Dasgupta 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	-	-	-
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	-	-	-
Poll	-	-	-
Total	-	-	-

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

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

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	-	-	-
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	-	-	-
Poll	-	-	-
Total	-	-	-

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

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

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	-	-	-
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	-	-	-
Poll	-	-	-
Total	-	-	-

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

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



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	-	-	-
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	-	-	-
Poll	-	-	-
Total	-	-	-

(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

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	48,07,550	46.33%
Total	22	103,77,872	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	-	-	-
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.

Thanking You,

Yours Faithfully,

For Don Banthia & Associates

(Don Banthia)

C.P No. 12613

Dated: 19th September, 2014

Place: New Delhi