HI-TECH GEARS LTD.

Millennium Plaza, Tower-B, Sushant Lok-I, Gurgaon-122002, Haryana, (INDIA)
Tel. : +91(124) 4715100 Fax : +91(124) 2806085-86
E-mail : info@hitechgears.com www.hitechgears.com

1st October, 2015

The Manager,
Listing Department,
National Stock Ex of India Limited,
"Ex Plaza", C-1, Block – G, M,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400051,
India.

Sub: Scrutinizer Report as per Section 108 of the Companies Act, 2013 and Clause 35B of the Listing Agreement

Re: BSE: 522073
NSE: HITECHGEAR

Dear Sir,

We, Hi-Tech Gears Limited, would like to inform that all the resolutions placed at the 29th Annual General Meeting held on Tuesday, 29th September, 2015, have been passed by the Members with Ordinary Resolution or Special Resolution thru E-voting and physical ballot. The result of which was declared after Scrutinizer Report submitted by Scrutinizer on Thursday, 1st October, 2015.

Please find enclosed Scrutinizer Report as per Section 108 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and Clause 35B of the Listing Agreement.

You are requested to take the above information on records and oblige.

Thanking You,

Yours Faithfully,
For Hi-Tech Gears Ltd.

Shital Kumar

S.K. Khatri
Company Secretary

c.c. to:

1. The Manager
   Listing Department
   Bombay Stock Exchange Ltd.
   Phiroze Jeejeebhoy Towers, Dalal Street,
   Fort, Mumbai – 400001.

2. The Manager
   Listing Department
   National Securities Depository Limited
   Trade World, A wing, 4th & 5th Floors,
   Kamala Mills Compound, Lower Parel,
   Mumbai - 400 013

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 29th 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. 29th September, 2015.

The Company had appointed National Securities Depository Limited, (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Saturday, 26th September, 2015, at 09:30 A.M. till Monday, 28th September, 2015 at 5:00 P.M.

The Company had also provided voting facility by poll at the 29th Annual General Meeting 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 29th 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.

8/33, 3rd Floor, Satbhrava School Marg, W.E.A. Karol Bagh, New Delhi-110005
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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, 2015, 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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	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	-	-	-

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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	-	-	-
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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	100.00

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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.

To appoint a director in place of Mr. Pranav Kapuria(DIN:00006195), who retires by rotation and being eligible has offered himself for re-appointment.

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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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	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:

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	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.

To re-appoint M/s Gupta Vigg & Company, Chartered Accountants, as Statutory Auditor 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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	100.00

II. Voted against the Resolution:

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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	-	-	-
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 a Special Resolution- Item No.5.

Re-appointment & Remuneration of Mr. Pranav Kapuria (DIN:00006195) as Managing Director.

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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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	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	-	-	-

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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 a Special Resolution- Item No.6.

Re-appointment & Remuneration of Mr. Anuj Kapuria (DIN: 00006366) as Executive Director.

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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	100.00

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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.

Regularisation of Ms. Malini Sud (DIN: 01297943) as Independent Director of the Company

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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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	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	-	-	-

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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 a Special Resolution- Item No.8.

Change of name of Company to "The Hi-Tech Gears Limited"

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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	100.00

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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 a Special Resolution- Item No.9

Alteration of Articles of Association of the Company as per Companies Act 2013

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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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	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	-	-	-

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DON BANTHIA & ASSOCIATES New Delhi COMPANY SECRETARY

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.

Approval of remuneration of Cost Auditor for the financial year 2015-2016

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	16	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	100.00

II. Voted against the Resolution:

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DON BANTHIA & ASSOCIATES ★ New Delhi ★ COMPANY SECRETARY

	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 Related Party Transactions*

8/33, 3rd Floor, Satbhrava School Marg, W.E.A. Karol Bagh, New Delhi-110005
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DON BANTHIA & ASSOCIATES ★ COMPANY SECRETARY ★ New Delhi

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	6	108	3.72
Poll	6	2794	96.28
Total	12	2902	100.00

* Promoters/Directors may be regarded as interested. Thus, their votes are not counted for this resolution.

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	-	-	-

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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: 01st October, 2015

Place: New Delhi

for Hi-tech Gears Limited

For Hi-Tech Gears Ltd.

Company Secretary
Authorized Signatory

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

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited, (NSDL) on 29th September, 2015 at the office of the scrutinizer.

Sneha Kalyani

Kiran Gupta

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DON BANTHIA & ASSOCIATES ★ COMPANY SECRETARY ★ New Delhi