DON BANTHIA & ASSOCIATES

Company Secretaries

SCRUTINIZER REPORT

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

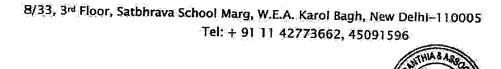
Sub: Resolutions passed through E-Voting and Poll conducted at the 29th Annual General Meeting of Hi-Tech Gears Limited.

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.





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	**************************************	1090394	10.51
Total	24	10379123	100.00
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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		### ### ### ### #### #################	1980 - 19
Total	***************************************		Section 1.





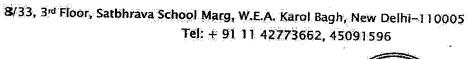
voted through E-Voting Process and poll	(Shares)	% of total number of invalid votes
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	Process and poll	Process and poll. (Shares)

(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:

voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
16	9288729	89.49
8	1090394	10.51
24	10379123	100.00
	rocess and Poll	Process and Poll 9288729 8 1090394







II. Voted against the Resolution:

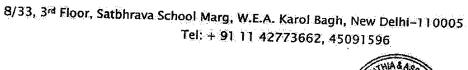
	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	*	e de la companya del companya de la	<u> </u>
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Potal	***		
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III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
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Poli		### ### ### ### ### ### ### ### #### ####	
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(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.





Company Secretaries



I. Voted in the favour of the Resolution:

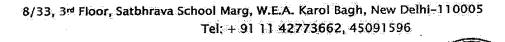
± ilast Edmundi; Graf	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	9288729	89.49
Poll	8	1090394	10.51
Total.	24	10379123	100.00
		torney analysis at the same same of the same	9

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	
Total	= 0	T	

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	S##	Les Comments of the Comments o	## ### ### ### ### ### #### ##########
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Total			**************************************
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(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
Poli	18 ⁴	1090394	10.51
Total	24	10379123	100.00
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II. Voted against the Resolution:



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



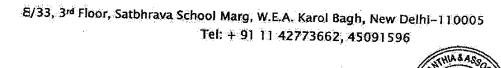


	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting			
Poll	<u> </u>	org Allen i i i ggy i i i i i i i i i i i i i i i	a
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	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
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Poll		**************************************	
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(E) As a Special Resolution- Item No.5.

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



	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

	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	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	***************************************	1
otal			
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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	:		n
Poll			
Total			2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
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(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	36	9288729	89.49
Poll	8	1090394	10.51
Total	24	10379123	100.00



II. Voted against the Resolution:

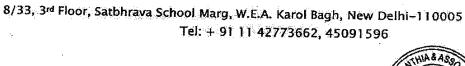
	Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	The state of the s		
Poll			. *
Total	S =		## 1 A Section 18 (1) A
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III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	A CONTRACTOR OF THE CONTRACTOR	en de la companya de Managanta	<u>*************************************</u>
Poll	: *		
Total		: 	

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

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





	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
Ifotal	24 24	10379123	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-Voring	3##		
Poli		<u></u>	#**
Total			
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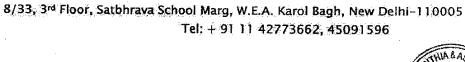
	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting		**************************************	
Poll			
Total		: 2 ± 2	N # 3

(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
Roll	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		त्र हर स्थापना राज्य केल विशेषिकी विशेष के व्यक्तियाल विशेष स्थाप स्थापना -	; *
Total			***
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III. Invalid Votes:

14.5	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	#1	***************************************	#42
Poll	# 10	<u> </u>	**************************************
Total	The second secon	7 4	i
	e de la companya de l	g 1 1 1 - Stanford	

(I) As a Special Resolution- Item No.9

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

	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		1090394	10.51
Total	24	10379123	100.00
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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	. 2	<u>∤•</u>	######################################
Poll		<u> </u>	Supp.
Total		**************************************	



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

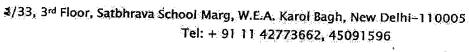
(J) As an Ordinary Resolution-Item No.10.

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

I. Voted in the favour of the Resolution:

	Number of votes cast (Shares)	% of total number of valid votes cast
16	9288729	89.49
8	1090394	10.51
24	10379123	100.00
	ocess and Poll 16 8	ted through E-Voting cast (Shares) ocess and Poll 16 9288729 8 1090394









	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	•	***	#E
Poll		त्र सम्बद्धः सन्दर्भागाम् इत्यासम्बद्धाः सङ्क्षाः सङ्क्षाः स्थानसम्बद्धाः स्थानसम्बद्धाः स्थानसम्बद्धाः स्थानसम्बद्धाः स्था	
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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
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Poll			# # # # # # # # # # # # # # # # # # #
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(K) As a Special Resolution-Item No.11.

Approval of Related Party Transactions*



Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
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6	2794	96.28
12	2902	100.00
	voted through E-Voting Process and Poll 6	voted through E-Voting Process and PolI cast (Shares) 6 108 6 2794

^{*} 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
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₩		-
	voted through E-Voting	voted through E-Voting cast (Shares)

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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 & Assoc

(Don Banthia)

C.P No. 12613

Dated: 01st October, 2015

Place: New Delhi

for Hi-tech Gears Limited

For Hi-Tech Gears Ltd.

Shirtal kumar.

Company Secretary Authorized Signatory



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