



HI-TECH GEARS LTD.

Millennium Plaza, Tower-B, Sushant Lok-1, Gurgaon-122002, Haryana, (INDIA)
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14th October, 2013

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

Sub: Proceedings of the Annual General Meeting as per Clause 31(d) of the Listing Agreement

Reference: NSE: - HITECHGEAR
BSE: - 522073

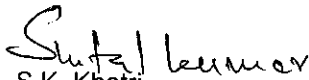
Respected Sir/ Madam,

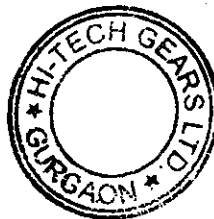
Please find the enclosed a certified true copy of the minutes of 27th Annual General Meeting of the Company held on Monday, the 30th September, 2013 at 11:00 A.M. at the registered office of the Company.

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

Thanking You,

Yours Faithfully
For Hi-Tech Gears Limited


S.K. Khatri
Company Secretary



Encl: as above.

C.c. to: The Manager, Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai- 400001.

CERTIFIED TRUE COPY OF MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF HI-TECH GEARS LIMITED HELD ON MONDAY THE 30TH DAY OF SEPTEMBER 2013, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY, AT A-589, INDUSTRIAL COMPLEX, BHIWADI – 301019, RAJATHAN.

Present:

Mr. Pranav Kapuria : Managing Director and Member
Mr. Anuj Kapuria : Director and Member
Mr. Sandeep Dinodia : Director & Audit Committee Chairman
Other Members : 12

In Attendance:

Mr. S.K. Khatri : Company Secretary

Chairman of the meeting:

Mr. Pranav Kapuria, Managing Director, took the Chair with the consent of all the members present.

Quorum:

The Company Secretary informed the Chairman that the requisite quorum was present, the Chairman called the meeting to order.

Notice and Directors' Report

With the unanimous consent of the members present the notice convening the 27th Annual General Meeting and the Directors' Report were taken as read.

ORDINARY BUSINESS

Item No. 1

Adoption of Audited Balance Sheet as at March 31, 2013 and Profit and Loss Account for the year ended on that date.

Company Secretary took up the first item of agenda relating to adoption of audited Balance Sheet as at March 31, 2013 and Profit and Loss Account for the year ended on that date together with the reports of the Auditors' and Directors' thereon.

With the permission of shareholders & Chairman, the Balance Sheet & Profit & Loss and Auditors' Report were taken as read.

Thereafter, Mr. Suman Kumar proposed and Mr. Mukesh Chadha seconded the following resolution as an ordinary resolution:

"RESOLVED THAT the Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended on that date, along with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

On being put to vote by a show of hands, the resolution was unanimously carried as an ordinary resolution.

Item No. 2

Declaration of dividend

Company Secretary took the second item of agenda regarding declaration of dividend.

Mr. Umesh Pandey proposed and Mr. G.R. Sharma seconded the following resolution which was passed as an ordinary resolution:

"RESOLVED THAT pursuant to Section 205 and any other applicable provisions, if any, of the Companies Act, 1956, final dividend @ 15% i.e., Rs. 1500 (Rupees One and Paise fifty



only) per equity share of Rs. 10/- each, on the paid up share capital of the Company, amounting to Rs.2,81,52,000/- (Rupees two crore eighty one lacs fifty two thousand only) as recommended by the Board of Directors be and is hereby approved and declared.

RESOLVED FURTHER THAT interim dividend declared on 14th February, 2013, by the Board of Directors, at the rate of 10% that is, Rs 1/- (Rupee one only) per share on the paid up equity share capital of the Company and paid within the statutory period, be approved and confirmed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such things, deeds, sign papers, documents, agreements and to take all such steps as they may think necessary for giving effect to the above resolution."

On being put to vote by a show of hands, the resolution was unanimously carried as an ordinary resolution.

Item No. 3

Re-appointment of Mr. Sandeep Dinodia, as a Director of the Company

Company Secretary took up the third item of agenda regarding re-appointment of Mr. Sandeep Dinodia, as Director of the Company.

Thereafter, Mr. Anuj Kapuria proposed and Mr. Vijay Mathur seconded the following resolution which was passed as an ordinary resolution:

"RESOLVED THAT Mr. Sandeep Dinodia, Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."

On being put to vote by a show of hands, the resolution was unanimously carried as an ordinary resolution

Item No. 4

Re-appointment of Mr. Anuj Kapuria, as a Director of the Company

Company Secretary took up the fourth item of agenda regarding re-appointment of Mr. Anuj Kapuria, as Director of the Company.

Mr. Mayank Jain proposed and Mr. Mukesh Chadha seconded the following resolution which was passed as an ordinary resolution:

"RESOLVED THAT Mr. Anuj Kapuria, Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as Director of the Company, not liable to retire by rotation."

On being put to vote by a show of hands, the resolution was unanimously carried as an ordinary resolution.

Item No. 5

Re-appointment of Mr. Anil Kumar Khanna, as a Director of the Company

Company Secretary took up the fifth item of agenda regarding re-appointment of Mr. Anil Kumar Khanna, as Director of the Company.

Mr. Suman Kumar proposed and Mr. Subhash Sharma seconded the following resolution which was passed as an ordinary resolution:

"RESOLVED THAT Mr. Anil Kumar Khanna, Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as Director of the Company, not liable to retire by rotation."

On being put to vote by a show of hands, the resolution was unanimously carried as an ordinary resolution



Item No. 6

Appointment of Statutory Auditors of the Company and Fixation of their remuneration

The Chairman took up the sixth item of agenda regarding appointment of statutory auditors of the Company and fixation of their remuneration for the financial year 2013-14.

Mr. Vijay Mathur proposed and Mr. Mani Matthew seconded the following resolution which was passed as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of the Section 224(IB) of the Companies Act, 1956, M/s Gupta Vigg & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for the financial year 2013-14 to hold office from the conclusion of this Annual General Meeting untill the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Auditors' be reimbursed for such out-of-pocket expenses incurred by them in the course of audit, on production of bills and such reimbursement shall be over and above their remuneration."

On being put to vote by a show of hands, the resolution was unanimously carried as an ordinary resolution.

Vote of thanks

There being no other business to be transacted, the meeting concluded with a vote of thanks to the chair.

Date: 09/10/2013
Place: Gurgaon

Sd/-
Pranav Kapuria
Chairman

For Hi-Tech Gears Ltd.

Swital Kumar
Company Secretary