



# D.K. Dubey & Associates

Company Secretaries

C-3/24, Ground Floor, Gali No.26, BACK SIDE, Vashisht Park, Near Astha Clinic,  
Opposite Janak Cinema Hall, New Delhi - 110 046,

Contact No.: 011-28525115, 09810085115, 09818335115 09650845885, 09910332966

E-mail : csdkdubey@gmail.com, Web. : www.csdkdubey.com

Ref.

Dated 30/9/2015

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR  
CLUTCH AUTO LIMITED**

To

The Chairman  
44<sup>th</sup> Annual General Meeting of Clutch Auto Limited  
New Delhi

**Sub: Passing of Resolution through electronic AND poll conducted at the  
44<sup>th</sup> AGM of Clutch Auto Limited (CAL) held on 30 September 2015**

The Board of Clutch Auto Limited at its meeting held on 30<sup>th</sup> May 2015 had appointed me as Scrutinizer for the e-voting held between 27<sup>th</sup> September 2015 at 9.00 A.M. to 29<sup>th</sup> September 2015 at 5.00 P.M. and the Chairman of the 44<sup>th</sup> Annual General Meeting of Clutch Auto Ltd has appointed me as the Scrutinizer for the Poll held at the 44<sup>th</sup> AGM of Clutch Auto Limited on 30<sup>th</sup> September, 2015.

The Company has appointed MAS Service Limited as the Service Provider, for extending the facility of electronic voting to the Shareholders of the Company from 27<sup>th</sup> September 2015 (9.00 A.M.) to 29<sup>th</sup> September, 2015 (5.00 P.M.). MAS Service are also the Registrar and Share Transfer Agent of the Company. The e-voting results were unlocked by me on 30<sup>th</sup> September 2015 in the presence of two witnesses Ms. Shukti Ojha & Ms. Priyanka Verma who are not in the employment of the Company, For further details kindly refer my Scrutinizer's report dated 30<sup>th</sup> September, 2015 attached herewith.

At the 44<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated 30<sup>th</sup> September 2015.

For CLUTCH AUTO LTD.

*Officially*  
Authorised Signatory





The result of the E-voting together with that of the poll is as under:

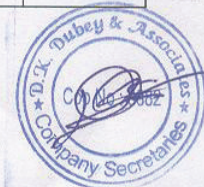
Number of members who cast their votes through e-voting	Total number of shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution(s) mentioned hereunder
39	42631	Various as mentioned under each of the resolution

Item No. of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.1 of the Notice (as an Ordinary Resolution)	E-Voting	40631	95.31	2000	4.70%	Nil	Nil
	Poll	9419738	99.9978	Nil	Nil	200	0.0022
	Total	9460369					
Item No.2 of the Notice (as an Ordinary Resolution)	E-Voting	N/A					
	Poll	N/A					
	Total						
Item No.3 of the Notice (as an Ordinary Resolution)	E-Voting	40421	94.81	2210	5.91	Nil	Nil
	Poll	9419738	99.9978	Nil	Nil	200	0.0022
	Total	9460159					
Item No.4 of the Notice (as an Ordinary Resolution)	E-Voting	0	0	Nil	Nil	Nil	Nil
	Poll	9419738	99.9978	Nil	Nil	200	0.0022
	Total	9419738					

For CLUTCH AUTO LTD.

*Arceelly*

Authorised Signatory





I hereby confirmed that I am maintaining the Registers received from the Service Provider both electronically & manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorize by you.

Thanking you,

Yours faithfully,

For **D K Dubey & Associates**



**D K Dubey**  
Proprietor  
CP No.8882

For **CLUTCH AUTO LTD.**

A handwritten signature in blue ink, appearing to read "B. K. Chell", written over a horizontal line.

Authorised Signatory





# D.K. Dubey & Associates

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Ref.

Form No MGT-13

Dated 30/9/2015

(Pursuant to Rule Section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014.

To:

The Chairman,  
44<sup>th</sup> Annual General Meeting of Equity Shareholders of Clutch Auto Limited held on Wednesday 30<sup>th</sup> September, 2015 at 10.00 A.M at 143, Swarn Park, Mundaka, New Delhi

Dear Sir,

I CS D K Dubey, ( D K Dubey & Associates) appointed as scrutinizer for purpose of the poll taken on below mentioned relations at the 44<sup>th</sup> Annual General Meeting of the Equity Shareholders of Clutch Auto Limited (the Company) held on Wednesday September, 30<sup>th</sup> 2015 at 10.00 A. M. at 143, Swarn Park , Mundka, New Delhi, 110041 submit my report as under.

1. After the time fixed for closing of the poll by the chairman , on ballot box kept for polling were locked in my presence with identification Mark placed by me.
2. The locked ballot box was diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
3. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid kept separately.
4. The result of the poll is as under.

(A) As an ordinary resolution – Item No. 1 passed with the requisite majority

Consideration and adoption of Annual Accounts as on March, 2015 and the reports of Directors and Auditors thereon

For CLUTCH AUTO LTD.

*O K Heally*

Authorised Signatory





Consideration and adoption of the Annual Accounts as on March 31, 2015 and Reports of Directors and Auditors thereon.	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	45	9419738	99.9978%
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of Votes Cast by them	
	1	200	

(B) As an ordinary resolution – Item No. 2

Re- appointment of Director, Ms. Pooja Kapoor to retire by rotation

Since Pooja Kapoor , Director has resigned from the post of Director, Resolution appointment her has not been considered for the purpose of Meeting and Voting.

(C) As an ordinary resolution – Item No. 3 passed with requisite majority

Appointment of M/s S C Garg & Associates, Chartered Accountants as the Statutory Auditors of the Company

Consideration and adoption of the Annual Accounts as on March 31, 2015 and Reports of Directors and Auditors thereon.	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	45	9419738	99.9978%
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of Votes Cast by them	
	1	200	

For CLUTCH AUTO LTD.

Authorised Signatory



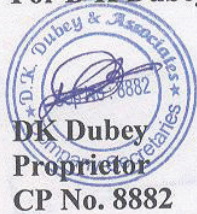


(D) As Special Resolution – Item No. 4 passed with requisite majority as Special Resolution  
Approval of related Party Transaction with Macas Automotive

Consideration and adoption of the Annual Accounts as on March 31, 2015 and Reports of Directors and Auditors thereon.	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	45	9419738	99.9978%
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of Votes Cast by them	
	1	200	

Yours Faithfully

For D K Dubey & Associates



For CLUTCH AUTO LTD.

*Orally*  
Authorised Signatory





# D.K. Dubey & Associates

Company Secretaries

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Ref. Scrutinizer's Report on E-Voting carried out For Clutch Auto Limited Dated 30/9/2015

To  
The Chairman,  
Clutch Auto Limited

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Clutch Auto Limited (hereinafter referred to as the "Company") on 30<sup>th</sup> May 2015 I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17<sup>th</sup> April, 2014 issued in this regard.

The Company has appointed Mass Services Ltd., as the Service provider, for extending the facility of electronic voting to the shareholders of the Company. Mass Services are also the Registrar and Share Transfer Agent (RTA) for the Company. The Service Provider, has provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special business) sought to be transacted in the 44<sup>th</sup> Annual General Meeting (AGM) of the Company, which is scheduled to be held on Wednesday, Sept 30, 2015. The Service Provider accordingly had set up e-Voting facility on the website of NSDL. The Company had uploaded all the items of the business to be transacted at the website of NSDL to facilitate Shareholders to cast their vote through e-Voting.

As on the cut off date, there were 21982 Shareholders of the Company. The Service provider had sent the Notices of the AGM by email to shareholders whose email Id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. In respect of shareholders the Notices were sent by Courier. The Notice where sent through email was sent as an URL link that was provided to the shareholder to access the Notice.

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically

For CLUTCH AUTO LTD.

*[Handwritten Signature]*

Authorised Signatory





as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 23<sup>rd</sup> September, 2015. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9.00 A.M. on 27<sup>th</sup> September to 29<sup>th</sup> September, 2015 till 5.00 P.M.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:

There are 39 Shareholders holding 42631 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

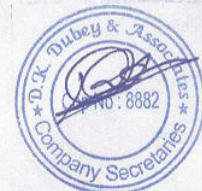
The result of the E-voting is as under:

(A) As an Ordinary Resolution – Item No.1, passed with the requisite majority

Consideration and adoption of the Annual Accounts as on March 31, 2015 and Reports of Directors and Auditors thereon.	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	38	40631	95.30%
(ii) Voted against the resolution	1	2000	4.70%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid		
	N/A		

For CLUTCH AUTO LTD.

*Ok*  
 Authorised Signatory





(B) As an Ordinary Resolution – Item No.2.  
Re-appointment of Ms. Pooja Kapur as Director of the Company

Since she has resigned from the post of Director and at the request of the Management we have not considered Votes polled in this regard.

(C) As an Ordinary Resolution – Item No.3. Passed with the requisite majority  
Appointment of M/s. S C Garg & Associates, Chartered Accountants as the Statutory Auditors of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	34	40421	94.81%
(ii) Voted against the resolution	5	2210	5.91%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid		
	N/A		

(D) As a Special Resolution – Item No.4. Nobody cast the vote under e-voting

To consider and, if thought fit, to pass the following Resolution as a Special Resolution with or without modification, if any:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), and pursuant to the Clause 49 of the Listing agreement entered into with the stock exchanges and any applicable rules what so ever, the consent, of the members of the company be and is hereby accorded to the

For **CLUTCH AUTO LTD.**

*A. K. Sanyal*  
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Authorised Signatory





board of directors to enter into any contract/arrangements with a related party namely Macas Automotive, a firm of the relative of the Managing Director as defined as a related party under the Act with respect to purchase /supply of goods/ materials by the said firm Macas Automotive to M/s Clutch Auto Limited, up to Rs. 35 Crores ranging from FY 15-16 to FY 16-17.”

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	0		
(ii) Voted against the resolution	0		
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid		
	N/A		

All the Resolutions stands passed under e-voting with requisite majority.

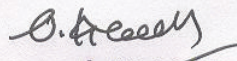
I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman on the Board or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,

Yours faithfully,  
For D K Dubey & Associates

  
D.K. Dubey  
Proprietor  
CP No.8882

For CLUTCH AUTO LTD.

  
Authorized Signatory