



# 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 .....

16/11/2016

## Scrutinizer's Report on E-Voting carried out for Clutch Auto Limited

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 18<sup>th</sup> October 2016 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 MAS Services Limited as the Service Provider, for extending the facility of electronic voting to the Shareholders of the company. MAS 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 45<sup>th</sup> Annual General Meeting (AGM) of the Company, which was scheduled to be held on Monday, 14<sup>th</sup> November 2016. The Service Provider accordingly had set up e-Voting facility on the web site of NSDL. The Company has 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 21967 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 shareholders to access the Notice.

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by shareholders who were desirous of casting their votes electronically 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 7<sup>th</sup> November, 2016. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9.00 A.M. on 11<sup>th</sup> November 2016 to 13<sup>th</sup> November, 2016 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 28 shareholders holding 18221 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 Audited Accounts as on 31 <sup>st</sup> March, 2016 and Reports of the 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
(ii) Voted in favour of the resolution	25	16521	90.67%
(iii) Voted against the resolution	3	1700	9.33%
(iv) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	
	N/A		



- (B) As an Ordinary Resolution – Item No.2. Passed with the requisite majority  
Re-appointment of M/s. S C Garg & Associates, Chartered Accountants as the Statutory Auditors of the company from the conclusion of 45<sup>th</sup> Annual General Meeting to 46<sup>th</sup> Annual General Meeting.

	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	22	13482	76.08%
(ii) Voted against the resolution	5	4239	23.92%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	
	N/A		

- (C) As an Ordinary Resolution – Item No.3. Passed with the requisite majority

Re-appointment of Mr. Gian Chand Narang, as Independent Director (holding DIN 00194095) for a period of 2 years w.e.f. 1.10.2016 to 30.09.2018 (Ordinary Resolution)

	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	21	13012	71.41%
(ii) Voted against the resolution	7	5209	28.59%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	
	N/A		

- (D) As an Ordinary Resolution – Item No.4. Passed with the requisite majority

Re-appointment of Mr. Suraj Mohan Khorana, as Independent Director (holding DIN 00852046) for a period of 2 years w.e.f. 1.10.2016 to 30.09.2018 (Ordinary Resolution)

	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	22	13082	71.79%



(ii) Voted against the resolution	6	5139	28.21%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	
	N/A		

**(E) Approval of the Related party transaction with Macas Automotive as Special Resolution**

As a Special Resolution – Item No.5. passed with requisite majority


	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	20	13991	77.21
(ii) Voted against the resolution	7	4130	22.79
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	
	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**

