

# **D.K. Dubey & Associates**

Company Secretaries

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Dated 30/9/2014

Ref.

## Scrutinizer's Report on E-voting carried out For Clutch Auto Limited

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 14<sup>th</sup> August, 2014 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 Pvt. 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 43<sup>rd</sup> Annual General Meeting (AGM) of the Bank, which is scheduled to be held on Tuesday, Sept. 30, 2014. The Service Provider accordingly had set up e-Voting facility on the website of CDSL. The Company had uploaded all the items of the business to be transacted at the website of CDSL to facilitate Shareholders to cast their vote through e-Voting.



*[Handwritten signature]*

As on the cutoff date there were 22813 shareholders of the Company. The service provider had sent the Notices of the AGM by email to 11451 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 11362 shareholders the Notices were set 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 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 22<sup>nd</sup> August, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9.00 A.M on 23<sup>rd</sup> September to 25<sup>th</sup> September, 2014 till 5.00 P.M.

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

There are only 4 shareholders holding 1400 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, 2014 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	4	1400	100%
(ii) Voted against the resolution	NIL		
	Total number of members (in person or by proxy) whose votes were	Total number of votes cast by them	



(iii) Invalid votes	declared invalid	
	N/A	

(B) As an Ordinary Resolution – Item No. 2. Passed with the requisite majority  
*Appointment of Ms. Pooja Kapoor as Director 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	4	1400	100%
(ii) Voted against the resolution	NIL		
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	N/A		

(C) As an Ordinary Resolution – Item No. 3. Passed with the requisite majority  
*Appointment of M/s S C Garg, & Co., 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	4	1400	100%



(ii) Voted against the resolution	NIL		
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	N/A		

(D) As an Ordinary Resolution – Item No. 4. Passed with the requisite majority  
*Appointment of Mr. KK Taneja as Independent Director 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	4	1400	100%
(ii) Voted against the resolution	NIL		
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	N/A		

(E) As an Ordinary Resolution – Item No. 5. Passed with the requisite majority  
*Appointment of Suraj Mohan Khooran as Independent Director 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	4	1400	100%
(ii) Voted against the resolution	NIL		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	N/A		

(F) As an Ordinary Resolution – Item No. 6. Passed with the requisite majority  
 Appointment of Mr. D N Chaturvedi as Independent Director 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	4	1400	100%
(ii) Voted against the resolution	NIL		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
(iii) Invalid votes	N/A		

(G) As an Ordinary Resolution – Item No.7. Passed with the requisite majority  
 Appointment of Mr. G C Narang as Independent Director 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	4	1400	100%
(ii) Voted against the resolution	NIL		
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	N/A		

(H) As an Special Resolution – Item No.8. Passed with the requisite majority  
 Appointment of Mr. V K Mehta as Managing Director 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	4	1400	100%
(ii) Voted against the resolution	NIL		
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	N/A		



*Officer*

All the Resolutions stands passed under e-voting with the 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 Bank 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

  
*Clutch Auto*