



Date: 31.12.2013

To:

The Mangers

Listing Department

Bombay Stock Exchange/ National Stock Exchange – Mumbai

SCRIP Code : Clutch Auto & 505052

Sub: Proceedings of the Annual General Meeting held on 31.12.2013 under clause 35A of the listing Agreement

Dear Sir,

Please find the annexed report of the Annual General Meeting of the Company held today as on 31.12.2013.

This is for your information and record.

Thanking you,

For Clutch Auto Limited

VK Mehta

Chairman & Managing Director

CLUTCH AUTO LIMITED

Works : 12/4, Mathura Road, Faridabad - 121 003, Haryana, INDIA

Tel. : (95-129) 2275246 (6 Lines) Fax : (95-129) 2276039 E-Mail : cal@giastl01.vsnl.net.in Internet : <http://www.clutchauto.com>

Regd. Office : 2-E/14 (First Floor) Jhandewalan Extension, New Delhi-110 055, INDIA Tel. : 95-11-23683548 Telefax : 95-11-23670501



PROCEEDINGS FOR THE 42ND ANNUAL GENERAL MEETING OF THE MEMBERS OF CLUTCH AUTO LIMITED HELD ON TUESDAY, THE 31ST DECEMBER, 2013 AT 10.00 A.M. AT 2E/14 JHNDEWALAN EXTN., NEW DELHI - 110 055

Pursuant to the provisions of Clause 35A of the Listing Agreement

The Quorum as required under the Companies Act, 1956 85 members present in person 14 proxies representing 52% (Approx) votes have been received. The meeting is in order.

ORDINARY BUSINESS

1. **Adoption of Audited Annual Accounts for the year 2012-13**
Shri Praveen Kumar proposed the Resolution as such.

Adoption of the audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Directors and Auditors thereon.

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date, together with the Notes, Schedules and Report of the Company's Auditors and Board of Directors thereon be and the same are hereby received approval and adopted."

Shri M L Wadhwa Shareholder seconded the Resolution.

The Chairman invited comments of the Members, if any, on the audited accounts.

Some queries were raised which was suitably answered.

Chairman put the motion to vote by show of hands and declared as adopted and passed by show of hands.

2. **To appoint a Director in place of Shri Kewal Krishan Taneja who retires by rotation and, being eligible, offers himself for re-appointment.**

Shri S K Grover proposed the following Resolution as such.

"RESOLVED THAT Shri Kewal Krishan Taneja, Director, who retires by rotation at the ensuing Annual General Meeting and who being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company for a further term vide Section 255 & 256 of the Companies Act, 1956".

Shri M L Gulati Shareholder seconded the same.

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Chairman put the motion to vote by show of hands and declared as adopted and passed by show of hands.

3. Reappointment of Statutory Auditors

Shri Hariom Sharma Shareholder proposed the following Resolution.

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

"RESOLVED THAT M/s. S. C. Garg & Associates, Chartered Accountants, New Delhi, the retiring Auditors, being eligible for re-appointed, be and are hereby reappointed as the Statutory Auditors under section 224 and all other applicable provisions, if any, of the Companies Act, 1956 to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration including out of pocket expenses as shall be fixed by the Board of Directors."

Shri Inder Kumar Jain seconded the Resolution as such..

Chairman to put the motion to vote by show of hands and declared the result as passed

SPECIAL BUSINESS

4. Appointment/Regularisation of Shri Gian C Narang, Director

Shri Amit Jain Shareholder proposed the following Resolution as such

"RESOLVED THAT Sh. Gian C Narang who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10 November, 2012 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director liable to be retire by rotation."

Shri O P Chawla seconded the Resolution.

Chairman to put the motion to vote by show of hands and declare the result as passed.

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5. **Appointment of Sh. Dhirendra N Chaturvedi, Director**

Shri MamChand Shareholder proposed the following Resolution as such.

"RESOLVED THAT Sh. Dhirendra N Chaturvedi who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10 November, 2012 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director liable to be retire by rotation."

Shri S K Aggarwal & Sushma Aggarwal seconded the Resolution as such .

Chairman put the motion to vote by show of hands and declare the result as passed.

CONCLUSION OF MEETING

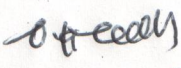
Chairman thanked the Members for sparing their valuable time to attend the meeting and for their participation in the deliberations and for making suggestions for the prosperity of the Company.

VOTE OF THANKS TO THE CHAIR

Shri M L Wadhwa Shareholder proposed a Vote of Thanks to the Chair.

Chairman then to declare the meeting closed.

For Clutch Auto Limited


V K Mehta
Chairman & Managing Director

CLUTCH AUTO LIMITED

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