



D.K. Dubey & Associates

Company Secretaries

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Ref.

Dated 30/9/2015

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

To

The Chairman
44th Annual General Meeting of Clutch Auto Limited
New Delhi

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

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

At the 44th AGM of the Company held on 30th 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 30th September 2015.

For CLUTCH AUTO LTD.

[Signature]

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 Poll Total	40631 9419738 9460369	95.31 99.9978	2000 Nil	4.70% Nil	Nil 200	Nil 0.0022
Item No.2 of the Notice (as an Ordinary Resolution)	E-Voting Poll Total	N/A N/A					
Item No.3 of the Notice (as an Ordinary Resolution)	E-Voting Poll Total	40421 9419738 9460159	94.81 99.9978	2210 Nil	5.91 Nil	Nil 200	Nil 0.0022
Item No.4 of the Notice (as an Ordinary Resolution)	E-Voting Poll Total	0 9419738 9419738	0 99.9978	Nil Nil	Nil Nil	Nil 200	Nil 0.0022

For CLUTCH AUTO LTD.

[Signature]

Authorised Signatory

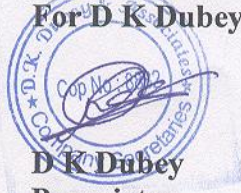


I hereby confirmed that I am maintaining the Registers received from the Service Provider both electronically & manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorize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

Authorised Signatory