



# 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.

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.

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.**

*[Signature]*  
**Authorised Signatory**