



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.

Scrutinizer's Report on E-Voting carried out For Clutch Auto Limited Dated 30/9/2015

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 30th May 2015 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 17th April, 2014 issued in this regard.

The Company has appointed Mass Services 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 44th Annual General Meeting (AGM) of the Company, which is scheduled to be held on Wednesday, Sept 30, 2015. The Service Provider accordingly had set up e-Voting facility on the website of NSDL. The Company had 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 21982 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 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

For CLUTCH AUTO LTD.

[Signature]

Authorised Signatory



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 23rd September, 2015. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9.00 A.M. on 27th September to 29th September, 2015 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:

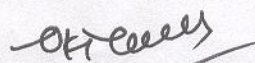
There are 39 Shareholders holding 42631 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

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, 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	38	40631	95.30%
(ii) Voted against the resolution	1	2000	4.70%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid		
	N/A		

For CLUTCH AUTO LTD.


Authorized Signatory



(B) As an Ordinary Resolution – Item No.2.

Re-appointment of Ms. Pooja Kapur as Director of the Company

Since she has resigned from the post of Director and at the request of the Management we have not considered Votes polled in this regard.

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

Appointment of M/s. S C Garg & Associates, 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	34	40421	94.81%
(ii) Voted against the resolution	5	2210	5.91%
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid		
	N/A		

(D) As a Special Resolution – Item No.4. Nobody cast the vote under e-voting

To consider and, if thought fit, to pass the following Resolution as a Special Resolution with or without modification, if any:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), and pursuance to the Clause 49 of the Listing agreement entered into with the stock exchanges and any applicable rules what so ever , the consent, of the members of the company be and is hereby accorded to the

For CLUTCH AUTO LTD.

Authorised Signatory



board of directors to enter into any contract/arrangements with a related party namely Macas Automotive, a firm of the relative of the Managing Director as defined as a related party under the Act with respect to purchase /supply of goods/ materials by the said firm Macas Automotive to M/s Clutch Auto Limited, up to Rs. 35 Crores ranging from FY 15-16 to FY 16-17.”

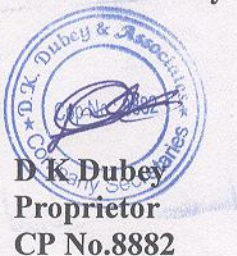
	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	0		
(ii) Voted against the resolution	0		
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid		
	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

For CLUTCH AUTO LTD.


Authorized Signatory