

**MINUTES OF 44<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF CLUTCH AUTO LIMITED HELD ON WEDNESDAY, THE 30<sup>TH</sup> SEPTEMBER, 2015 AT 10.00 A.M. AT 143, SWARAN PARK, NEW DELHI-110041**

**Present**

**Sh. Vijay Krishan Mehta : Chairman & Managing Director**

**Sh. K K Taneja : Director**

**In Attendance**

**Manish Kumar Rai : Company Secretary**

**Quorum:**

At the Outset, Sh. Manish Kumar Rai, Company Secretary welcomed the Shareholders and informed that in all 39 members were present in person besides 7 proxies representing 94,19,938 Shares as such the quorum was there, the meeting was in order and requested Sh. V K Mehta, Chairman of the Board to preside over the meeting in terms of Article 87 of Articles of Association of the Company.

**Chairman:**

Sh. V K Mehta Chaired the meeting and welcomed the members. Sh. Mehta also introduced his colleagues sitting on the Dias. Sh. Mehta then, with the unanimous consent of the Shareholders, informed that the Notice of the AGM as circulated, was taken as read.

**Auditors' Report**

With the permission of the Shareholders, the Statutory Auditors' Report was taken as read and confirmed in terms of provisions of the Companies Act, 2013.

Chairman informed the Shareholders that E-Voting of the Shareholders was done from 27<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015 with the help of

**CLUTCH AUTO LIMITED**



*Manish Kumar Rai*

NSDL. During the E-Voting, 39 Shareholders have casted their Votes with 42631 Shares.

He then requested the Shareholders who have not casted their votes through electronic means to cast their Votes on the following resolutions :

Ordinary Business:

1. To receive, consider and adopt the audited Statement of Accounts together with the Reports of the Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March, 2015:

The following resolution adopting the Annual Accounts was as under:

“RESOLVED THAT the audited Balance Sheet of the Company as at 31<sup>st</sup> March 2015 and the Profit & Loss Account for the year ended on that date, together with the Notes, Schedules and Report of the Statutory Auditors and Directors thereon be and are hereby adopted.”

2. To appoint a Director in place of Ms. Pooja Kapur, Director, (HOLDING DIN 00047231) who retires by rotation and being eligible, offers herself for reappointment.

Since Ms. Pooja Kapur, Director has resigned from the Board of Directors, her resolution for appointment as Director to retire by rotation was requested to not to consider by the members.

3. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

To re-appoint M/s S C Garg & Associates, Chartered Accountants (Firm Reg No.06873N) Statutory Auditors of the Company to hold office from the Conclusion of 44<sup>th</sup> Annual General Meeting to 45<sup>th</sup> Annual General Meeting and to authorize Board of Directors to fix their Remuneration.



*O. Freely*

### Special Business:

4. 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 pursuant 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 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."

Voting by poll was also done at AGM for Shareholders present.

Sh. D K Dubey, of M/s. D K Dubey & Associates, Scrutinizers took the count & scrutinize the Ballot Papers.

All the Resolutions were passed through the Vote except Resolution no.2 which was not considered.

All the resolutions were declared as passed by majority.

The meeting was terminated with a Vote of Thanks to the Chair.



*V. K. Mehta*  
V K Mehta  
Chairman

Proceedings of the Annual General Meeting of Clutch Auto Limited held on 30.9.2015 at 143, Swaran Park, Mundaka, New Delhi – 110 041 pursuant to Clause 35A of the Listing Agreement.

Date of AGM 30.09.2015 at 10.00 A.M. at 143, Swaran Park, Mundaka, New Delhi – 110041

Total Number of Shareholders on record date: 21982

No. of Shareholders present in the meeting either in person or through Proxy:

Promoters and Promoters Group: 5

Public: 41

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: N/A

Public: N/A

(Agenda-wise)



## CLUTCH AUTO LIMITED

Works : 12/4, Mathura Road, Faridabad-121003, Haryana, INDIA

Tel. : (91-129) 2565000 (Multilines) Fax : (91-129) 2276039 E-mail : systems@clutchauto.com Internet : <http://www.clutchauto.com>

Regd. Off. : 2-E/14 (First Floor) Jhandewalan Extension, New Delhi-110 055, INDIA Tel. : 91-11-23683548 Fax : 91-11-23683548



**Detail of the Agenda:**

**Ordinary Business**

**Item No.1**

To receive, consider and adopt the Audited Statement of Accounts together with the Reports of the Directors and Auditors' thereon for the financial year ended 31<sup>st</sup> March, 2015.

Resolution required: (Ordinary)

Mode of Voting: Poll & E-Voting

In case of Poll & E- Voting :

Promoter /Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)= [(5)/(2)]*100
Promoter & Promoter Group	6814318	6814154	99.9975%	6814154	NIL	100%	NIL
Public-Institutional holders	28875	NIL	Nil	NIL	NIL	NIL	NIL
Public - Others	11915687	2648415	22.2262%	2646415	2000	99.9244%	0.07551%

**Item No.2**

To appoint a Director in place of Ms Pooja Kapur, Director, (Holding DIN 00047231) who retires by rotation and being eligible, offers herself for reappointment

Resolution required: (Ordinary)

Mode of Voting: Poll & E-Voting

Since Ms. Pooja Kapoor has resigned, we have not considered e-voting results and requested the Shareholders not to vote on this resolution also.

**Item No.3**

To Re-appoint M/s. S C Garg & Associates, Chartered Accountants (Firm Reg. No.06873N) Statutory Auditors of the Company to hold office from the Conclusion of 44<sup>th</sup> Annual General Meeting to 45<sup>th</sup> Annual General Meeting and to authorize Board of Directors to fix their Remuneration

Resolution required: (Ordinary)

Mode of Voting: Poll & E-Voting

iii Case of Poll & E- Voting :

Promoter /Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6814318	6814154	99.9975%	6814154	NIL	100%	NIL
Public-Institutional holders	28875	NIL	Nil	NIL	NIL	NIL	NIL
Public - Others	11915687	2648415	22.2262%	2646205	2210	99.9165%	0.0835%
	18758880						



Item No.4

**Special Business**

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 the amendments 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 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.”

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

Resolution required: (Special)

Mode of Voting: Poll & E-Voting

Promoter /Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	6814318	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutional holders	28875	NIL	NIL	NIL	NIL	NIL	NIL
Public - Others	11915687	2605784	21.8685%	2605784	NIL	100%	NIL
	18758880						

