

Madan Gopal Jindal
Company Secretary in Practice

M.G.JINDAL AND ASSOCIATES,
COMPANY SECRETARIES
Office:SCO 7-8, 4th Floor,Jandu Tower,
Miller Ganj,G.T. Road, Ludhiana, Punjab
-141003

SCRUTINIZER'S REPORT-COMBINED
(ON E-VOTING & POLL)

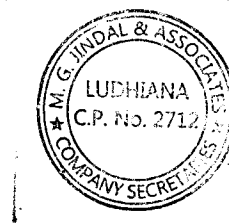
The Chairman,
of the 44th Annual General Meeting of the members of
the Majestic Auto Limited
held on 29th September, 2017
at Mohini Resorts, Near Sector 32,
Chandigarh Road, Ludhiana, Punjab-141010.

Dear Sir,

1. I, Madan Gopal Jindal, Practicing Company Secretary, was appointed as scrutinizer by:
 - a) The Board of Directors of M/s Majestic Auto Limited for the purpose of scrutinizing the e-voting process held between 26.09.2017 (9:00 am) to 28.09.2017 (5:30 pm) in fair and transparent manner as per the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, and
 - b) The Chairman of the Annual General Meeting (AGM) on the poll under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of 44th Annual General Meeting of the members of the Company, held on 29th September, 2017 at 11.00 a.m. at Mohini Resort, Near Sector 32, Chandigarh Road, Ludhiana, Punjab-141010.
2. The management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and rules made thereunder, relating to e-voting and poll on the resolutions contained in the notice to the 44th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll is restricted to make a Scrutinizer Report of the votes cast "In favor" or "against" the resolutions contained in the notice to the 44th Annual General Meeting (AGM), based on the report generated from e-voting system provided by Central Depository Services (India) Ltd.(CDSL), the authorized agency to provide e-voting facilities, engage by the Company and also at the time of poll based on the records provided by the Registrar and Transfer Agents of M/s Majestic Auto Limited, Ludhiana at the AGM.
3. In accordance with the notice of the 44th Annual General Meeting send to members and in terms of Advertisement published as per rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on 10.09.2017 in the Financial Express (English Newspaper) and Desh Sewak (Punjabi

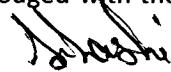
The combined report of the Scrutinizer on e-voting and voting on poll by members of Majestic Auto Limited at its 44th AGM

Madan Gopal Jindal

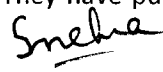


Newspaper) e-voting period remained open from 9.00 a.m. on 26.09.2017 and end date 5.30 p.m. on 28.09.2017.

4. The members of the Company as on the "cut off" date i.e. 21.09.2017 were entitled to vote on resolutions (item no. 1 to 5 as set out in the notice of the Annual General Meeting).
5. To ensure that the members who have already voted through e-voting process, do not vote again at the AGM, the details of the members who have cast their vote through e-voting process were obtained after the closing of the e-voting process from CDSL but not the manner in which they have voted. Considering the same, the Company issued ballot papers to the members present at AGM, who have not voted through e-voting only.
6. At the AGM, 1 (one) empty ballot box was locked by me in presence of all the members present. The votes were duly cast by the members. After the conclusion of the AGM, the locked ballot box was opened by me in presence of Mr. Shashi Kumar and Ms. Sneha Tiwari, who are not in the employment of the Company. The poll papers were reconciled with the record maintained by the Registrar of Transfer agents of the Company, M/s Majestic Auto Limited, Ludhiana, Punjab and the authorization, proxies lodged with the Company. They have put their signatures in confirmation of their presence.



(Shashi Kumar)



(Sneha Tiwari)

7. Also, the votes cast through e-voting process were unblocked on 29.09.2017 after conclusion of the AGM, in the presence of two witnesses i.e. Mr. Shashi Kumar and Ms. Sneha Tiwari, who are not in employment of the Company. Thereafter, the detail containing *inter alia*, list of equity shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of Central Depository Services (India) Ltd. They have put their signatures in confirmation of their presence.



(Shashi Kumar)



(Sneha Tiwari)

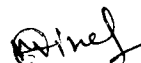
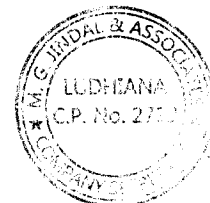
8. I have issued separate Scrutinizer Report dated 30.09.2017 on e-voting and on poll dated 30.09.2017 on the resolutions contained in the notice to the AGM. As requested by the management, I, hereby, submit my combined report on the results of e-voting and of poll as under:

ITEM NO. 1:

Ordinary Resolution to consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including Audited Balance Sheet as at 31st March, 2017 and statement of Profit and Loss Account for the year ended on that date together with report of Directors and Auditors thereon.

Particulars	No. of members voted			No. of Votes cast in			Percentage
	E-vote	Poll	Total	E-vote	Poll	Total	
Assent	8	54	62	7896994	2442	7899436	99.995
Dissent	0	0	0	0	0	0	0

The combined report of the Scrutinizer on e-voting and voting on poll by members of Majestic Auto Limited at its 44th AGM

Invalid	0	6	6	0	406	406	0.005
Abstain	0	0	0	0	0	0	0
Total	8	60	68	7896994	2848	7899842	100.00

Accordingly, out of total 7899842 votes cast, 7899436 valid votes were cast assenting to the ordinary resolution constituting 99.995 % of total votes. Thus the ordinary resolution as contained in item no.1 of the Notice of Annual General Meeting was passed with requisite majority.

ITEM NO. 2:

Ordinary Resolution to re-appoint Mr. Aayush Munjal (DIN 07276802), who retires by rotation and being eligible, offer himself for re-appointment.

Particulars	No. of members voted			No. of Votes cast in			Percentage
	E-vote	Poll	Total	E-vote	Poll	Total	
Assent	8	54	62	7896994	2442	7899436	99.995
Dissent	0	0	0	0	0	0	0
Invalid	0	6	6	0	406	406	0.005
Abstain	0	0	0	0	0	0	0
Total	8	60	68	7896994	2848	7899842	100.00

Accordingly, out of total 7899842 votes cast, 7899436 valid votes were cast assenting to the ordinary resolution constituting 99.995 % of total votes. Thus the ordinary resolution as contained in item no.2 of the Notice of Annual General Meeting was passed with requisite majority.

ITEM NO. 3:

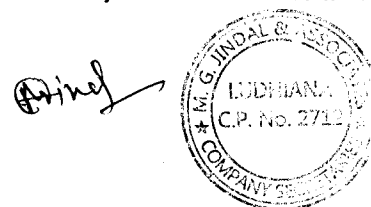
Ordinary Resolution to appoint M/s SAR & Associates, Chartered Accountants (Registration No. 122400W), as the Auditors of the Company to hold the office for a period of one year from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting of the Company to be held in the year 2018.

Particulars	No. of members voted			No. of Votes cast in			Percentage
	E-vote	Poll	Total	E-vote	Poll	Total	
Assent	8	54	62	7896994	2442	7899436	99.995
Dissent	0	0	0	0	0	0	0
Invalid	0	6	6	0	406	406	0.005
Abstain	0	0	0	0	0	0	0
Total	8	60	68	7896994	2848	7899842	100.00

Accordingly, out of total 7899842 votes cast, 7899436 valid votes were cast assenting to the ordinary resolution constituting 99.995 % of total votes. Thus the ordinary resolution as contained in item no.3 of the Notice of Annual General Meeting was passed with requisite majority.

ITEM NO. 4:

Ordinary Resolution to Regularize Mr. Vikas Nanda, additional director of the Company as Independent Director.



Particulars	No. of members voted			No. of Votes cast in			Percentage
	E-vote	Poll	Total	E-vote	Poll	Total	
Assent	7	54	61	7762049	2442	7764491	98.287
Dissent	1	0	1	134945	0	134945	1.708
Invalid	0	6	6	0	406	406	0.005
Abstain	0	0	0	0	0	0	0
Total	8	60	68	7896994	2848	7899842	100.00

Accordingly, out of total 7899842 votes cast, 7764491 valid votes were cast assenting to the ordinary resolution constituting 98.287 % of total votes. Thus the ordinary resolution as contained in item no.4 of the Notice of Annual General Meeting was passed with requisite majority.

ITEM NO. 5:

Ordinary Resolution to ratify and confirm remuneration payable during the year 2018 to M/s Manoj and Associates, Practicing Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to Rs. 40,000/- and also the payment of service tax as applicable.

Particulars	No. of members voted			No. of Votes cast in			Percentage
	E-vote	Poll	Total	E-vote	Poll	Total	
Assent	8	54	62	7896994	2442	7899436	99.995
Dissent	0	0	0	0	0	0	0
Invalid	0	6	6	0	406	406	0.005
Abstain	0	0	0	0	0	0	0
Total	8	60	68	7896994	2848	7899842	100.00

Accordingly, out of total 7899842 votes cast, 7899436 valid votes were cast assenting to the ordinary resolution constituting 99.995 % of total votes. Thus the ordinary resolution as contained in item no.5 of the Notice of Annual General Meeting was passed with requisite majority.

All the relevant records of the electronic voting and poll papers will remain in my safe custody until the chairman consider, approve and sign the minutes of the 44th Annual General Meeting and same will be handed over thereafter to the Chairman/Company Secretary of the Company for safe keeping.

Thanking you,
Yours sincerely,



(Signature)

(Madan Gopal Jindal)
Company Secretary in Practice
FCS No.2725
C.P. No.2712

Place: Ludhiana
Date:30.09.2017