

**Madan Gopal Jindal**  
**Company Secretary In Practice**

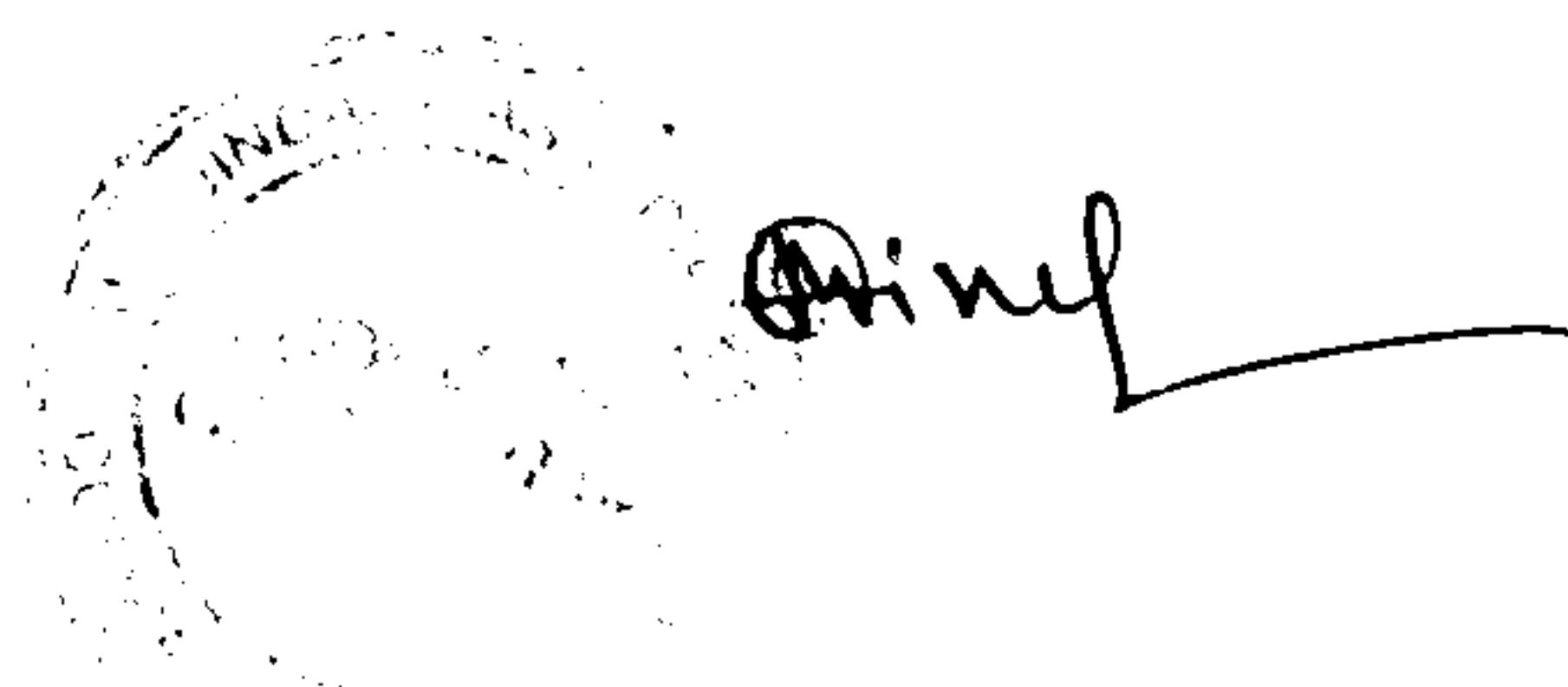
**M.G. Jindal & Associates**  
**Office No.11, 2<sup>nd</sup> Floor,**  
**Guru Har Rai Complex,**  
**Near Manju Cinema, Miller Ganj**  
**Ludhiana (Pb.) 141003**

**SCRUTINIZER'S REPORT- COMBINED**

**The Chairman of**  
**41<sup>st</sup> Annual General Meeting of the Equity Shareholders of**  
**Majestic Auto Limited held on 29<sup>th</sup> September, 2014 at**  
**Mohini Resorts, Near Sector-32**  
**Chandigarh Road,**  
**Ludhiana, Punjab-141010**

Dear Sir,

1. I, Madan Gopal Jindal, Company Secretary in Whole Time Practice, 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 in fair and transparent manner as per the provision 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 41<sup>st</sup> Annual General Meeting of the members of the Company, held on 29<sup>th</sup> September, 2014 at 11.00 A.M. at Mohini Resorts, Near Sector-32, Chandigarh Road, Ludhiana, Punjab-141010
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting and Poll on the resolutions contained in the notice to the 41<sup>st</sup> 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's Report of the votes cast "in favor" or "against" the resolutions contained in the notice to the 41<sup>st</sup> Annual General Meeting (AGM), based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents M/s Majestic Auto Limited, Ludhiana at the AGM.
3. I have issued separate Scrutinizer's Report dated 27<sup>th</sup> September, 2014 on e-voting and on Poll dated 29<sup>th</sup> September, 2014 on the resolutions contained in the notice to the AGM. As requested

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by the management submits herewith my combined report on the results of e-voting together with that of poll as under;

### Item No.1

Ordinary Resolution to consider and adopt of the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss Account for the year ended on the date together with the reports of the Directors and Auditors thereon.

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
Total	2	89	91	77,98,108	7,440	78,05,548	100%

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No.1 of Notice of the Annual General Meeting passed unanimously.

### Item No.2

Ordinary Resolution to re-appoint Ms. Ashima Munjal (DIN: 00050716) Director, who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
Total	2	89	91	77,98,108	7,440	78,05,548	100%

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No.2 of Notice of the Annual General Meeting passed unanimously.

### Item No.3

Ordinary Resolution to re-appoint M/s B.D. Bansal & Co. Chartered Accountants, the retiring Auditors as Statutory Auditors of the Company for 3 (three) consecutive years from the date of the 41<sup>st</sup> Annual General Meeting for a term upto the conclusion of 44<sup>th</sup> Annual General Meeting in the Company in the Calendar year 2017 and to fix their remuneration.

*Dr. Inf*

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
<b>Total</b>	<b>2</b>	<b>89</b>	<b>91</b>	<b>77,98,108</b>	<b>7,440</b>	<b>78,05,548</b>	<b>100%</b>

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No.3 of Notice of the Annual General Meeting passed unanimously.

#### Item No.4

Ordinary Resolution for the appointment of Sh. Harjeet Singh Arora (DIN 00063176), as an Independent Director

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
<b>Total</b>	<b>2</b>	<b>89</b>	<b>91</b>	<b>77,98,108</b>	<b>7,440</b>	<b>78,05,548</b>	<b>100%</b>

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No.4 of Notice of the Annual General Meeting passed unanimously.

#### Item No.5

Ordinary Resolution for the appointment of Major Shavinder Singh Khosla (DIN 02942033) as an Independent Director

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
<b>Total</b>	<b>2</b>	<b>89</b>	<b>91</b>	<b>77,98,108</b>	<b>7,440</b>	<b>78,05,548</b>	<b>100%</b>

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No.5 of Notice of the Annual General Meeting passed unanimously.

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**Item No.6**

Ordinary Resolution for the appointment of Sh. G.P. Sood (DIN 00005836) as an Independent Director

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
Total	2	89	91	77,98,108	7,440	78,05,548	100%

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No.6 of Notice of the Annual General Meeting passed unanimously.

**Item No.7**

Ordinary Resolution for the appointment of Dr. M.A. Zahir (DIN 00002973) as an Independent Director

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
Total	2	89	91	77,98,108	7,440	78,05,548	100%

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No.7 of Notice of the Annual General Meeting passed unanimously.

**Item No.8**

Special Resolution for borrowing but not exceeding Rs250 Crores (Rupees Two Hundred Fifty Crores and or borrow in any Foreign Currency by way of loan, issue of bonds, debentures or other securities but not exceeding Rs.250 Crores( Rupees Two Hundred Fifty Crore)

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	2	89	91	77,98,108	7,440	78,05,548	100%
Dissent	-	-	-	-	-	-	-
Total	2	89	91	77,98,108	7,440	78,05,548	100%

*(Signature)*

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Special Resolution constituting 100% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No.8 of Notice of the Annual General Meeting passed unanimously

**Item No.9**

**Special Resolution to amend the Articles of Association**

Particulars	Number of			Number of Votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
<b>Assent</b>	<b>2</b>	<b>89</b>	<b>91</b>	<b>77,98,108</b>	<b>7,440</b>	<b>78,05,548</b>	<b>100%</b>
<b>Dissent</b>	-	-	-	-	-	-	-
<b>Total</b>	<b>2</b>	<b>89</b>	<b>91</b>	<b>77,98,108</b>	<b>7,440</b>	<b>78,05,548</b>	<b>100%</b>

Accordingly, out of 91 E-votes and Poll Polled; 78,05,548 Votes were cast **Assenting** to the Special Resolution constituting 100% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No.9 of Notice of the Annual General Meeting passed unanimously.

**Thanking You**  
**Yours Sincerely**



**Madan Gopal Jindal**  
**Company Secretary in Practice**

**FCS 2725**  
**C.P. No. 2712**

**Place: Ludhiana**  
**Date: 29.09.2014**