



2<sup>nd</sup> September, 2015

To,  
Shri J J Chandra,  
Chairman and Managing Director,  
Atul Auto Limited  
National Highway 8B, Near Microwave Tower,  
Shaper (Veraval), Rajkot -360024, Gujarat

Dear Sir,

**Sub:- Scrutinizer's Combined Report on Remote E-Voting & Voting conducted at the 27<sup>th</sup> Annual General Meeting of Atul Auto Limited (the Company) held at the Registered Office of the Company on Monday, August 31, 2015.**

The Board of Directors of the Company, at their Meeting held on 9<sup>th</sup> May, 2015, has appointed Mr. Bhavin Mehta, Partner of MJP Associates, Practising Company Secretaries, Rajkot as the Scrutinizer for the remote e-voting process and voting by poll at 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 and as per Clause 35B of the Listing Agreement.

**Report on Scrutiny is as under:**

- ❖ The Company had appointed Central Depository Services (India) Limited ('CDSL') as the 'Service provider', for the purpose of extending the facility of remote e-voting to the shareholders of the Company.
- ❖ Sharex Dynamic (India) Pvt. Ltd. is the Registrar and Share Transfer Agents ('RTA') of the Company.
- ❖ CDSL had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special business) sought to be transacted in the Annual General Meeting (AGM).



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- ❖ CDSL had set up an electronic voting facility on their website, <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also the Service Provider to facilitate their Members to cast their votes through remote e-voting.
- ❖ The notice of annual general meeting was sent to all the members, whose name appeared in the Register of Members as on 31<sup>st</sup> July, 2015 who were entitled to vote on the proposed 9 (Nine) Resolutions as mentioned therein.
- ❖ The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- ❖ The person whose name appeared in the register of members as on Monday, August 24, 2015 i.e. cut- off date only have been entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The remote e - voting facility was kept open from 9.00 a.m. on Thursday, August 27, 2015 till 5.00 p.m. on Sunday, August 30, 2015.
- ❖ At the end of the voting period on August 30, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The limited information for the shareholders who have casted their votes, such as name folio and number of shares held were obtained from the service provider.
- ❖ Further, the facility to vote through Ballot Paper was provided to facilitate the members who were physically present in the annual general meeting at the venue.
- ❖ On August 31, 2015, after counting of the votes conducted at the venue of the Annual General Meeting through ballot paper, the votes cast through remote e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Hardik Gandhi, and Mr. Nikhil Gajjar, who acted as the witnesses as prescribed in Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

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- ❖ After the voting at the AGM was concluded, 1 (one) ballot box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot box were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- ❖ Thereafter, I, Bhavin Mehta as a Scrutinizer, have duly compiled details of the Remote E-voting carried out by the Members and the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

**The summary of the remote e-voting together with that of the voting conducted at the venue of AGM by way of ballot papers is as under:**

Details	Remote E-voting	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	60	36	96
Total number of Shares held by them	5737614	10154047	15891661
Valid votes	As mentioned under each one of the Resolution(s) hereunder.		
Abstained / Invalid Votes	As mentioned under each one of the Resolution(s) hereunder.		

*Note: Percentage of votes casted in 'favour' or 'against' the Resolutions are calculated based on valid votes cast through remote e-voting and physical voting at the venue of the meeting.*



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Results of e-Voting and voting by ballot papers for Ordinary Resolution & Special Resolution are as under:

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2015 including audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on the data and the Directors Report thereon and Auditors Report thereto :

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	% age	Nos.
Remote E-voting	5714971	100%	0	0	0
Physical Voting	8759697	100%	0	0	1394350
<b>TOTAL</b>	<b>14474668</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>1394350</b>

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To declare a final dividend on Equity Shares of the Company for the Financial Year 2014-15

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	5714971	100%	0	0	0
Physical Voting	8759697	100%	0	0	1394350
<b>TOTAL</b>	<b>14474668</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>1394350</b>



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**III) Item No. 3 of the Notice (As an Ordinary Resolution):**

To appoint a Director in place of Mr. J J Chandra, Chairman and Managing Director (DIN 00057722), who retires by rotation and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	4424433	99.99%	472	0.01%	1290066
Physical Voting	3284283	100%	0	0	6869764
<b>TOTAL</b>	<b>7708716</b>	<b>99.99%</b>	<b>472</b>	<b>0.01%</b>	<b>8159830</b>

**IV) Item No 4. of the Notice (As an Ordinary Resolution):**

Appointment of M/s. Maharishi & Co., Chartered Accountants as Statutory Auditors of the Company for FY 2015-16.

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	4689883	99.98%	772	0.02%	1024316
Physical Voting	8759697	100%	0	0	1394350
<b>TOTAL</b>	<b>13449580</b>	<b>99.99%</b>	<b>772</b>	<b>0.01%</b>	<b>2418666</b>



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**V) Item No 5 of the Notice (As an Ordinary Resolution):**

**Appointment of Dr. Margie S Parikh (DIN: 07056179), as an Independent Director:**

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	5714699	99.9952%	272	0.0048%	0
Physical Voting	8759697	100%	0	0	1394350
<b>TOTAL</b>	<b>14474396</b>	<b>99.9981%</b>	<b>272</b>	<b>0.0019%</b>	<b>1394350</b>

**VI) Item No. 6 of the Notice (As a Special Resolution):**

**Revision in Remuneration of Mr. J J Chandra, Chairman and Managing Director (DIN: 00057722).**

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	4424905	100%	0	0	1290066
Physical Voting	3284283	100%	0	0	6869764
<b>TOTAL</b>	<b>7709188</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>8159830</b>

**VII) Item No 7 of the Notice (As a Special Resolution):**

**Revision in remuneration of Mr. M J Patel, Whole-time Director & Chief Financial Officer (DIN: 00057735)**

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	5262539	100%	0	0	452432
Physical Voting	8360137	100%	0	0	1793910
<b>TOTAL</b>	<b>13622676</b>	<b>-100%</b>	<b>0</b>	<b>0</b>	<b>2246342</b>



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**VIII) Item No 8 of the Notice (As a Special Resolution):**

**Reappointment and Revision in remuneration of Mr. Niraj J Chandra,  
Whole-time Director (DIN: 00065159)**

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	5714699	99.9952%	272	0.0048%	0
Physical Voting	6699501	100%	0	0	3454546
<b>TOTAL</b>	<b>12414200</b>	<b>99.9978%</b>	<b>272</b>	<b>0.0022%</b>	<b>3454546</b>

**IX) Item No 9 of the Notice (As a Special Resolution):**

**Adoption of new set of Articles of Association of the Company**

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	5648772	100%	0	0	66199
Physical Voting	8759697	100%	0	0	1394350
<b>TOTAL</b>	<b>14408469</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>1460549</b>

All the Resolutions mentioned in the Annual General Meeting as above under Remote e-Voting and voting conducted at AGM by way of postal ballot papers with the requisite majority are deemed to be passed as on the date of AGM

A compact disc (CD) containing a list of equity shareholders who voted in "favour" and who voted "against" and those whose votes which were declared invalid for each resolution is enclosed.



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I hereby confirm that I am maintaining the Registers received from the RTA and electronic data received from the service provider, in respect of the votes cast through remote e-voting and voting conducted at AGM by way of ballot papers by the members of the Company. The ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the Mr. Paras Viramgama, Company Secretary & Compliance Officer of the Company for safe keeping.

Mr. Paras Viramgama, is further requested to declare the voting results.

Thanking you,

Yours faithfully,



(CS BHAVIN MEHTA)  
FCS: 5160 CP: 4240  
Scrutinizer of Atul Auto Limited  
Partner  
MJP Associates,  
Practising Company Secretaries

Dated this 2<sup>nd</sup> September, 2015

Place: Shapar (Veraval)