



GUNJAN GOEL

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Motor Sales Limited,
11, Mahatma Gandhi Marg,
Lucknow

Dear Sir,

I, Gunjan Goel, a Company Secretary in Practice, Lucknow, was duly appointed as a Scrutinizer by the Board of Directors of Motor Sales Limited (the Company) for the purpose of poll taken on the below mentioned resolutions, at the 48th Annual General Meeting of the equity shareholders of Motor Sales Limited, held on 30th September, 2020 at 11:00 A.M at the Registered Office of the Company at 11, Mahatma Gandhi Marg, Lucknow-226001, submit my report as under:

1. After the time fixed for closing of the E-voting and poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me and an electronic report of the E-voting was generated by accessing the data available from the website <https://www.evotingindia.com>.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the company and the authorization/proxies lodged with the company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:

(a) Ordinary Resolution –Item No.1

To receive, consider and adopt the audited Balance Sheet as at March 31, 2020, Statement of Profit and Loss, Cash Flow Statement for the period ended on that date and the Auditor's Report thereon and Director's Report.

(i) Voted **in favour** of the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	101225	67.85
Electronic(E-Voting)	25	47975	32.15
Total	30	149200	100

(ii) Voted **against** the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Electronic(E-Voting)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes :

Type of vote	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(E-Voting)	Nil	Nil
Total	Nil	Nil

(b) Ordinary Resolution –Item No.2

To appoint a director in place of Ms. Shivi Gupta, (DIN-02813952) who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	101225	67.85
Electronic(E-Voting)	25	47975	32.15
Total	30	149200	100

(ii) Voted **against** the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil

Electronic(E-Voting)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes :

Type of vote	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(E-Voting)	Nil	Nil
Total	Nil	Nil

(c) Ordinary Resolution –Item No.3

To appoint new Statutory Auditors in place of outgoing Statutory Auditors of the Company.

(i) Voted **in favour** of the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	101225	67.85
Electronic(E-Voting)	25	47975	32.15
Total	30	149200	100

(ii) Voted **against** the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Electronic(E-Voting)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes :

Type of vote	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(E-Voting)	Nil	Nil
Total	Nil	Nil

(d) Special Resolution –Item No.4

To consider and pass the resolution for re-appointment of Mr. Ajay Gupta (DIN:00759028) as Managing Director (Key Managerial Personnel) of the Company.

(i) Voted **in favour** of the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	101225	67.85

Electronic(E-Voting)	25	47975	32.15
Total	30	149200	100

(ii) Voted **against** the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Electronic(E-Voting)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes :

Type of vote	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(E-Voting)	Nil	Nil
Total	Nil	Nil

(e) Special Resolution –Item No.5

To consider and pass the resolution for re-appointment of Mr. Akshat Gupta (DIN: 00728481) as Whole time Director cum Chief Financial Officer (Key Managerial Personnel)

(i) Voted **in favour** of the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	101225	67.85
Electronic(E-Voting)	25	47975	32.15
Total	30	149200	100

(ii) Voted **against** the resolution:

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Electronic(E-Voting)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes :

Type of vote	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(E-Voting)	Nil	Nil
Total	Nil	Nil

5. Based on data furnished to me and verified by me as above, all the aforesaid resolution are passed with requisite majority of the shareholder as specified under companies Act,2013.

6. The figures in percentage have been rounded off to 4 decimal points.

7. The electronic data along with all other relevant records relating to the e-voting and ballots received is under my safe custody and will be handed over to the authorised person for preserving safely after the chairman sign the minutes.

Thanking you,
Yours faithfully,

A handwritten signature in cursive script, "Gunjan Goel", is written over a circular stamp. The stamp contains the text "COMPANY SECRETARY" around the bottom edge and some numbers in the center, including "16350".

CS Gunjan Goel
Company Secretary in Practice
Place: Lucknow
Dated: 01.10. 2020

Motor Sales Limited

Regd. Off. 11, Mahatma Gandhi Marg, Lucknow – 226001

Corporate Identity Number: L65921UP1972PLC003642

E mail: ajaygupta0045@gmail.com Ph No. : 0522-2630830 to 38

To,
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700001

Date: 01.10.2020

Dear Sir/Madam,

Sub. : Submission of details regarding Voting Results of Annual General Meeting under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

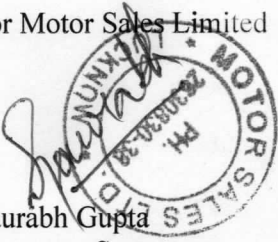
Dear Sir/Maam,

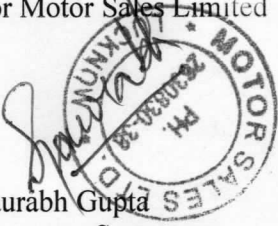
With reference to the above mentioned subject, we herewith enclose the voting results of the 48th Annual General Meeting of the Company (including e-voting) as prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in Annexure I attached along with this letter.

Kindly take the above on your record and acknowledge the receipt of the same.

Yours truly,

For Motor Sales Limited


Saurabh Gupta
Company Secretary



ANNEXURE I

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the results of the convened meeting (including electronic meeting) are detailed below:

Particulars	
Company Name	Motor Sales Limited
Date of Convened Annual General Meeting	30 th September, 2020
Date of Declaration of Results of General Meeting	01 st October, 2020
Total number of shareholders on cut-off date (23.09.2020)	189
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoters Group:	
Public:	

Resolution No. 1

Resolution required: Ordinary Resolution			To receive, consider and adopt the audited Balance Sheet as at March 31, 2020, Statement of Profit and Loss, Cash Flow Statement for the period ended on that date and the Auditor's Report thereon and Director's Report.					
Whether Promoter/Promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	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 and Promoter Group	E-Voting	151200	38275	25.31	38275	-	100	-
	Poll		101225	66.95	101225	-	100	-
	Total		139500	92.26	139500	-	100	-
Public - institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	90800	9700	10.68	9700	-	100	-
	Poll		-	-	-	-	-	-
	Total		9700	10.68	9700	-	100	-
Total		242000	149200	61.65	149200	-	100	-

Resolution No. 2

Resolution required: Ordinary Resolution			To appoint a director in place of Ms. Shivi Gupta, (DIN=02813952) who retires by rotation and being eligible, offers herself for re-appointment.					
Whether Promoter/Promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	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 and Promoter Group	E-Voting	151200	38275	25.31	38275	-	100	-
	Poll		101225	66.95	101225	-	100	-
	Total		139500	92.26	139500	-	100	-
Public - institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting	90800	9700	10.68	9700	-	100	-
	Poll		-	-	-	-	-	-
	Total		9700	10.68	9700	-	100	-
Total		242000	149200	61.65	149200	-	100	-

Resolution No. 3

Resolution required: Ordinary Resolution			To appoint new Statutory Auditors in place of outgoing Statutory Auditors of the Company.					
Whether Promoter/Promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	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

Public -Non Institutions	E-Voting		9700	10.68	9700	-	100	-
	Poll		-	-	-	-	-	-
	Total	90800	9700	10.68	9700	-	100	-
Total		242000	149200	61.65	149200	-	100	-

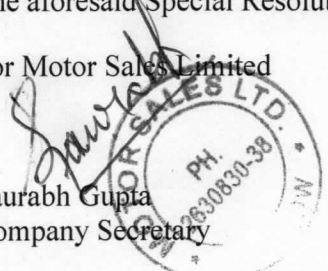
Resolution No. 5

Resolution required: Special Resolution			To consider and pass the resolution for re-appointment of Mr. Akshat Gupta (DIN: 00728481) as Whole time Director cum Chief Financial Officer (Key Managerial Personnel)					
Whether Promoter/Promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	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 and Promoter Group	E-Voting		38275	25.31	38275	-	100	-
	Poll		101225	66.95	101225	-	100	-
	Total	151200	139500	92.26	139500	-	100	-
Public - institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public -Non Institutions	E-Voting		9700	10.68	9700	-	100	-
	Poll		-	-	-	-	-	-
	Total	90800	9700	10.68	9700	-	100	-
Total		242000	149200	61.65	149200	-	100	-

The aforesaid Special Resolution has been passed with requisite majority.

For Motor Sales Limited

Saurabh Gupta
Company Secretary



Date: 01.10.2020

Place: Lucknow