



**AMIT GUPTA & ASSOCIATES**  
Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001

Phone : 0522 – 4024033, Mobile : 94150 05108

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**REPORT OF SCRUTINIZER**

**[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman 34<sup>th</sup> Annual General Meeting of Equity Shareholders of  
M/s Frontier Springs Limited

Scheduled on 30<sup>th</sup> day of September, 2014 at 12.30 P.M at

E-14, Panki Industrial Area, Site-1, Kanpur-208022

Dear Sir,

I, Amit Gupta, Proprietor of M/s Amit Gupta & Associates, Company Secretaries, having its office at B-12, basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001, Uttar Pradesh, appointed as Scrutinizer for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and ascertaining the e-voting pattern carried out as per the provisions of the Companies Act, 2013 & rule 20 of the Companies (Management & Administration) Rules, 2014 on the below mentioned resolution(s), submit our report as under:

1. The e-voting period remained opened from 24 September 2014, at 10:01 hrs. To 26 September, 2014 at 18:00 hrs.
2. The shareholders holding shares as on cut off date ie. 22<sup>nd</sup> August, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 12 of the 34<sup>th</sup> Annual General Meeting of the Company).
3. The votes were unblocked on 26<sup>th</sup> September, 2014 around 20.15 hrs in presence of two witnesses, Mr. Niraj Kumar Verma, S/o Shri Krishna Gopal Verma R/o 548/CHA/105, Dauda Khera Manak Nagar Alambagh, Lucknow - 226011 & Mr. Ankur Bajpai S/o Shri Sushil Kumar Bajpai R/o D-128, Avas Vikas Colony, Rajajipuram, Lucknow – 226 017, who are not in employment of the Company.





4. Thereafter the details containing inter-alia, the list of shareholders, who voted “for” and “against” were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.co.in). The same has been marked as Annexure – 1.
5. The result of e-voting is as under:

**a) Resolution 1 - Adoption of Balance sheet, profit & loss account, cash flow statement, report of board of directors, auditors for financial year ended at 31<sup>st</sup> March, 2014 (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	1	100%

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**b) Resolution 2 - Appointment of Smt. Mamta Bhatia as Director, who retires by rotation and being eligible offers herself for reappointment (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	1	100%

**ii. Voted against the resolution:**



Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**c) Resolution 3 - Appointment of M/s Sanjay Nandini & Co., as Statutory Auditors of the Company (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>1</b>	<b>1</b>	<b>100%</b>

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**d) Resolution 4 - Appointment of Shri P.K Goenka as an Independent Director (Ordinary Resolution)**



**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>1</b>	<b>1</b>	<b>100%</b>

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**e) Resolution 5 - Appointment of Shri R.N Trivedi as an Independent Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>1</b>	<b>1</b>	<b>100%</b>

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>



votes were declared invalid	declared invalid
NIL	NIL

**f) Resolution 6 - Appointment of Shri Yash Pal as an Independent Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	1	100%

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**g) Resolution 7 - Appointment of Shri N.P Singh as an Independent Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	1	100%

**ii. Voted against the resolution:**

Number of members	Number of votes	% of total number of



who voted against through electronic voting system	casted against the resolution	valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**h) Resolution 8 - Appointment of Shri R.K Bhatia as an Independent Director (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	1	100%

ii. Voted against the resolution:

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**i) Resolution 9 - Ratification of remuneration of Cost Auditors for year 2014-15 (Ordinary Resolution)**



**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>1</b>	<b>1</b>	<b>100%</b>

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**j) Resolution 10 – To appoint Smt. Manju Bhatia as an Executive Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

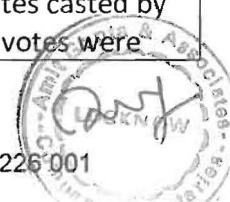
Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>1</b>	<b>1</b>	<b>100%</b>

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members whose	Total number of votes casted by members whose votes were



votes were declared invalid	declared invalid
<b>NIL</b>	<b>NIL</b>

**k) Resolution 11 - Delegation of power to the Board for making borrowings up to limit of Rs. 50 Crores (Special Resolution)**

a)

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>1</b>	<b>1</b>	<b>100%</b>

**ii. Voted against the resolution:**

Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**l) Resolution 12 - Delegation of power to the Board for creation of charge for securing borrowings up to limit of Rs. 50 Crores (Special Resolution)**

**i. Voted in favour of the resolution:**

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
<b>1</b>	<b>1</b>	<b>100%</b>

**ii. Voted against the resolution:**

Number of members	Number of votes	% of total number of





who voted against through electronic voting system	casted against the resolution	valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

6. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual general meeting and thereafter the same would be handed over to Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
**Amit Gupta**  
**Proprietor**

**Amit Gupta & Associates**  
**Company Secretaries**

**FCS – 5478, C.P. - 4682**

Place: Lucknow

Date: 26<sup>th</sup> September, 2014



# AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001

Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail: amitguptacs@gmail.com

## REPORT OF SCRUTINIZER

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman 34<sup>th</sup> Annual General Meeting of Equity Shareholders of  
M/s Frontier Springs Limited

Scheduled on 30<sup>th</sup> day of September, 2014 at 12.30 P.M at  
E-14, Panki Industrial Area, Site-1, Kanpur-208022

Dear Sir,

I, Amit Gupta, Proprietor of M/s Amit Gupta & Associates, Company Secretaries, having its office at B-12, basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001, Uttar Pradesh, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at 34<sup>th</sup> Annual General Meeting of Equity Shareholders of M/s Frontier Springs Limited held on Tuesday 30<sup>th</sup> day of September, 2014 at 12.30 pm at E-14, Panki Industrial Area, Site – 1, Kanpur – 208 022, submit our report as under:

1. After the time fixed for closing the poll 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
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 authorizations/ proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:

**a) Resolution 1 - Adoption of Balance sheet, profit & loss account, cash flow statement, report of board of directors, auditors for financial year ended at 31<sup>st</sup> March, 2014 (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members	Number of votes casted	% of total number of
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present and voting in favour (in person or by proxy)	in favour of the resolution	valid votes casted on the resolution
24	2107624	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**b) Resolution 2 - Appointment of Smt. Mamta Bhatia as Director, who retires by rotation and being eligible offers herself for reappointment (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**c) Resolution 3 - Appointment of M/s Sanjay Nandini & Co., as Statutory Auditors of the Company (Ordinary Resolution)**





i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

d) Resolution 4 - Appointment of Shri P.K Goenka as an Independent Director (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





**e) Resolution 5 - Appointment of Shri R.N Trivedi as an Independent Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	100%

**ii. Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

**iii. Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**f) Resolution 6 - Appointment of Shri Yash Pal as an Independent Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	100%

**ii. Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

**iii. Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid





NIL	NIL
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**g) Resolution 7 - Appointment of Shri N.P Singh as an Independent Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	100%

**ii. Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

**iii. Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

**h) Resolution 8 - Appointment of Shri R.K Bhatia as an Independent Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	100%

**ii. Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

**iii. Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





or by proxy) whose votes were declared invalid	members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**i) Resolution 9 - Ratification of remuneration of Cost Auditors for year 2014-15 (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	<b>100%</b>

**ii. Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**j) Resolution 10 – To appoint Smt. Manju Bhatia as an Executive Director (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	<b>100%</b>

**ii. Voted against the resolution:**

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**k) Resolution 11 - Delegation of power to the Board for making borrowings up to limit of Rs. 50 Crores (Special Resolution)**

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	<b>100%</b>

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
<b>NIL</b>	<b>NIL</b>

**l) Resolution 12 - Delegation of power to the Board for creation of charge for securing borrowings up to limit of Rs. 50 Crores (Special Resolution)**

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	2107624	<b>100%</b>

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution







NIL	NIL	NIL
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iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking  
Yours faithfully,  
  
Amit Gupta  
Proprietor  
Amit Gupta & Associates  
Company Secretaries  
FCS – 5478, C.P. - 4682  
Place: Kanpur  
Date: September 30, 2014