



# Frontier Springs Ltd.

REGD. OFFICE & FACTORY : KM 25/4, KALPI ROAD, RANIA, KANPUR DEHAT - 209 304 U.P. (INDIA)  
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CORPORATE OFFICE : E-14, PANKI INDUSTRIAL AREA, SITE-I, KANPUR - 208 022 U.P. (INDIA)  
Tel. No. : 0512-2691207, 2691208  
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CIN No. : L17119UP1981PLC005212

October 3, 2019

To  
Bombay Stock Exchange Limited  
Department of Corporate Affairs  
Floor 25, PJ Towers, Dalal Street  
Mumbai-400001  
Script Code: 522195

Subject: Consolidated Scrutinizer's Report on Remote E-voting and Poll

Dear Sir/Madam

Pursuant to the applicable provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Consolidated Scrutinizer's Report on remote e-voting & poll in respect of the resolutions contained in the Notice of the 39<sup>th</sup> Annual General Meeting of the Company held on September 30,2019.

Kindly take the above on record and oblige.

Thanking You

Yours Faithfully,  
For Frontier Springs Limited



*[Signature]*  
Dhruv Bhasin  
(Company Secretary & Compliance Officer)

Encl's: As above



**S. K. GUPTA**  
F.C.S.

**S.K. Gupta & Co.**  
Company Secretaries,  
9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
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**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

To,

The Chairman of the Thirty Ninth Annual General Meeting of the Shareholders of **FRONTIER SPRINGS LIMITED** held on Monday, the 30<sup>th</sup> September, 2019 at 12.30 P.M. at the Registered office of the Company at Km 25/4, Kalpi Road, Rania, Kanpur Dehat – 209304 (U.P.).

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of **Frontier Springs Limited** (the 'Company') for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in respect of the resolutions contained in the Notice of the Thirty Ninth Annual General Meeting of the Members of the Company held on Monday, the 30<sup>th</sup> September, 2019 at 12.30 P.M. at the Registered office of the Company at Km 25/4, Kalpi Road, Rania, Kanpur Dehat – 209304 (U.P.).

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and poll on the resolutions contained in the Notice of the Thirty Ninth Annual

General Meeting of the Members of the Company. My responsibility as Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the Thirty Ninth Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited ("CDSL"), the Authorized Agency engaged by the Company to provide remote e-voting facility and physical ballot process at the time of poll at the AGM.

3. In respect of remote e-voting process conducted under my supervision, I hereby report as under:-
- (i) In accordance with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the public notices by way of advertisement were published on 21<sup>st</sup> September, 2019 in 'Business Standard' (English) and 'Rashtriya Sahara' (Hindi) and the remote e-voting facility remained opened from Friday, the 27<sup>th</sup> September, 2019 (9.00 A.M.) to Sunday, the 29<sup>th</sup> September, 2019 (5.00 P.M.).
  - (ii) The Members of the Company as on the "cut off" date i.e. 23<sup>rd</sup> September, 2019 were entitled to vote on the resolutions (Item Nos. 1 to 12) as set out in the Notice of the Thirty Ninth Annual General Meeting of the Company.
  - (iii) The remote e-voting process was blocked at 5.00 P.M. on Sunday, the 29<sup>th</sup> September, 2019.
  - (iv) The votes cast through remote e-voting process were unblocked on 30<sup>th</sup> September, 2019 after the conclusion of the Thirty Ninth Annual General Meeting in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who were not in the employment of the Company and who witnessed the unblocking of votes.



- (v) Thereafter, the reports containing inter-alia, list of Equity Shareholders who voted "for, or "against" each resolution that was put to vote were generated from e-voting website of Central Depository Services Limited ("CDSL") [<https://www.evotingindia.com>].
4. At the Annual General Meeting held on Monday, the 30<sup>th</sup> September, 2019, the Chairman of the Annual General Meeting ('AGM') provided polling papers to enable those Shareholders who did not cast their votes by the remote e-voting facility in respect of resolutions (Item Nos. 1 to 12 as set out in the Notice of the Thirty Ninth Annual General Meeting of the Company), to cast their vote at the said AGM.
5. In respect of the poll process conducted under my supervision, I hereby report that:-
- (i) The poll box containing the poll papers was opened after the conclusion of the AGM in my presence.
- (ii) The votes were counted and the result of the poll was prepared in the presence of the aforesaid persons.
6. I have recorded details of all the votes casted by the Shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.
7. I hereby report the consolidated results of the votes cast by the Shareholders through remote e-voting and by poll as under:-

## ITEM NO. 1

### Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Ordinary Resolution in respect of Item No. 1 of the Notice of the Annual General Meeting has been passed unanimously.

## ITEM NO. 2

### Ordinary Resolution to declare Dividend on Equity Shares of the Company for the Financial Year 2018-2019

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Ordinary Resolution in respect of Item No. 2 of the Notice of the Annual General Meeting has been passed unanimously.



**ITEM NO. 3**

**Ordinary Resolution to appoint a Director in place of Smt. Manju Bhatia (DIN: 03480362), who retires by rotation at the Annual General Meeting and being eligible has offered herself for re-appointment**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Ordinary Resolution in respect of Item No. 3 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 4**

**Ordinary Resolution to partially modify the resolution for appointment of M/s. Sanjeevani Raizada & Co., Chartered Accountants as the Statutory Auditors of the Company for dispensing with the requirement of seeking ratification of appointment of Statutory Auditors of the Company**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Ordinary Resolution in respect of Item No. 4 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 5**

**Special Resolution for Re-appointment of Shri Yashpal (DIN:00929185) as Non-Executive Independent Director of the Company for second term of 5 (Five) consecutive years from the date of the Annual General Meeting**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Special Resolution in respect of Item No. 5 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 6**

**Special Resolution for Re-appointment of Shri R.K. Bhatia (DIN:0958948) as Non-Executive Independent Director of the Company for second term of 5 (Five) consecutive years from the date of the Annual General Meeting**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
Total	3	34	37	2133	2117390	2119523	100.00



**Result:** The Special Resolution in respect of Item No. 6 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 7**

**Special Resolution to approve the revision in remuneration of Shri Kapil Bhatia (DIN: 00582337), Managing Director of the Company w.e.f. 1st June, 2019 for the remainder term of his office upto 3rd January, 2020**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	2	34	36	200	2117390	2117590	99.91
Against	1	--	1	1933	--	1933	0.09
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Special Resolution in respect of Item No. 7 of the Notice of the Annual General Meeting has been passed with requisite majority.

**ITEM NO. 8**

**Special Resolution to approve the revision in remuneration of Shri Neeraj Bhatia (DIN: 0582395), Whole-time Director of the Company w.e.f. 1st June, 2019 for the remainder term of his office upto 31st March, 2020**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	2	34	36	200	2117390	2117590	99.91
Against	1	--	1	1933	--	1933	0.09
Total	3	34	37	2133	2117390	2119523	100.00



**Result:** The Special Resolution in respect of Item No. 8 of the Notice of the Annual General Meeting has been passed with requisite majority.

**ITEM NO. 9**

**Special Resolution to approve the revision in remuneration of Smt. Manju Bhatia (DIN: 03480362), Whole-time Director of the Company w.e.f. 1st June, 2019 for the remainder term of her office upto 13th November, 2023**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	2	34	36	200	2117390	2117590	99.91
Against	1	--	1	1933	--	1933	0.09
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Special Resolution in respect of Item No. 9 of the Notice of the Annual General Meeting has been passed with requisite majority.

**ITEM NO. 10**

**Special Resolution for Re-appointment of Smt. Mamta Bhatia (DIN: 03480368) as a Whole time Director of the Company for a period of 5 (Five) years w.e.f. 14th May, 2019**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
Total	3	34	37	2133	2117390	2119523	100.00

**Result:** The Special Resolution in respect of Item No. 10 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 11**

**Special Resolution to accord consent for continuation of appointment of Shri Nimesh Mukerji (DIN: 07705885) as Non Executive Independent Director to hold office for his remaining term of appointment upto 8th February, 2022**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	3	34	37	2133	2117390	2119523	100.00
Against	--	--	--	--	--	--	--
<b>Total</b>	<b>3</b>	<b>34</b>	<b>37</b>	<b>2133</b>	<b>2117390</b>	<b>2119523</b>	<b>100.00</b>

**Result:** The Special Resolution in respect of Item No. 11 of the Notice of the Annual General Meeting has been passed unanimously.

**ITEM NO. 12**

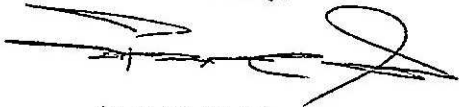
**Special Resolution to approve continuation of payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per SEBI (LODR)(Amendment) Regulations, 2018**

Particulars of Voting	Number of			Number of votes cast			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
In favour	2	34	36	200	2117390	2117590	99.91
Against	1	--	1	1933	--	1933	0.09
<b>Total</b>	<b>3</b>	<b>34</b>	<b>37</b>	<b>2133</b>	<b>2117390</b>	<b>2119523</b>	<b>100.00</b>

**Result:** The Special Resolution in respect of Item No. 12 of the Notice of the Annual General Meeting has been passed with requisite majority.

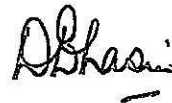
8. I further report that there were no invalid Ballot papers.
9. The above results may accordingly be declared by the Chairman of the Company / person duly authorized by Chairman in writing. The Company is also hereby instructed to put up the results on its Website and also that of "CDSL" and inform the Stock Exchanges accordingly.
10. All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and sign the Minutes of the Thirty Ninth Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,  
Yours Faithfully,



(S.K.GUPTA)  
Practising Company Secretary  
F.C.S -2589  
C.P - 1920

Counter signed by



(DHRUV BHASIN)  
Company Secretary

Place: Kanpur

Date: 1st October, 2019