



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Frontier Leasing and Finance Limited
Peninsula Technopark, Tower -1,
7th Floor, Off Bandra Kurla Complex,
LBS Marg, Kurla (West),
Mumbai - 400070

Dear Sir,

Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at 30th Annual General Meeting to be held on 15th September, 2014.

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish Baldeva, Proprietor, M/s. Manish Baldeva & Co., Company Secretaries, Bhayander was appointed as Scrutinizer by the Company on 11th August, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of the resolutions as mentioned under item numbers 1 to 11 of the Notice of 30th Annual General Meeting dated 11th August, 2014.
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 voting through physical Assent/Dissent forms on the resolutions contained in the notice of the 30th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting.
3. On the basis of the Register of Members and list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 14th August, 2014 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was dispatched on 21st August, 2014 to the shareholders at their registered addresses.





4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mumbai Lakshwadeep" on 22nd August, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 2 (two) days from Monday, 8th September, 2014 (9:00 am) to Tuesday, 9th September, 2014 (6:00 pm). The Company has also given physical Assent / Dissent Form to facilitate voting in physical mode by the shareholders, who do not have e-voting facility at their end.
6. As required under the said Rules, I unlocked the E-voting on the platform provided by CSDL on 11th September, 2014 in the presence of CS Priyanka Prabhu and Ms. Vibha Zaveri, who are not the employees of the Company.
7. The Company has received 5 (five) duly filed and signed physical Assent/Dissent Forms from the shareholders. The Company did not receive any voting through e-voting facility provided by Central Depository Services (India) Limited (CDSL).
8. Summary of the e-voting received is as follows:

8.1. Resolution No. 1

Particulars	Ordinary Resolution for adoption of Financial Statements for the financial year ended 31 st March, 2014 and the Reports of Board of Directors and Auditors thereon.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
Voting pattern	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0

Result: May be considered passed unanimously.





8.2. Resolution No. 2

Particulars	Ordinary Resolution for declaration of final dividend for the financial year ended 31 st March, 2014.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0

Result: May be considered passed unanimously.

8.3 Resolution No. 3

Particulars	Ordinary Resolution for appointment of a director in place of Mr. Sandeep Soni, who retires by rotation and being eligible, offers himself for re-appointment.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0

Result: May be considered passed unanimously.





8.4 Resolution No. 4

Particulars	Ordinary Resolution for re-appointment of M/s. Nisar & Kumar, Chartered Accountants (having FRN: 127820W) Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.					
Voting pattern	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0
Result: May be considered passed unanimously.						

8.5 Resolution No. 5

Particulars	Special Resolution for re-appointment of Mr. Sandeep Soni, as Whole Time Director of the Company for period of three years w.e.f. 1st April, 2014 till 31st March, 2017.					
Voting pattern	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0
Result: May be considered passed unanimously.						





8.6 Resolution No. 6

Particulars	Ordinary Resolution for appointment Mr. V.G. Raghavan as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
Voting pattern	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0

Result: May be considered passed unanimously.

8.7 Resolution No. 7

Particulars	Ordinary Resolution for appointment Mr. Rajesh Kathuria as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.					
	No. of Shareholders voted		Votes Casted		Valid votes casted	
Voting pattern	Total	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0

Result: May be considered passed unanimously.





8.8 Resolution No. 8

Particulars	Special Resolution for Increase and Re-Classification of Authorised Share Capital of the Company.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0
Result: May be considered passed unanimously.						

8.9 Resolution No. 9

Particulars	Special Resolution for issue of Non Convertibles Redeemable Preference Shares on Private Placement basis.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0
Result: May be considered passed unanimously.						





8.10 Resolution No. 10

Particulars	Special Resolution for change of name of the Company from "Frontier Leasing and Finance Limited" to "Frontier Capital Limited".					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0

Result: May be considered passed unanimously.

8.11 Resolution No. 11

Particulars	Special Resolution for amendment to Memorandum and Articles of Association of the Company.					
	No. of Shareholders voted		Votes casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Ballot Form	5	5	2,16,120	2,16,120	2,16,120	0
E-voting	-	-	-	-	-	-
Total	5	5	2,16,120	2,16,120	2,16,120	0

Result: May be considered passed unanimously.

9. You may accordingly declare the result at the Annual General Meeting to be held on 15th September, 2014.

For Manish Baldeva & Co.
Company Secretaries

CS Manish Baldeva
Proprietor

M. No. FCS 6180 C.P. No. 11062

Place: Bhayandar

Date: 13th September, 2014

Scrutinizer's Report/FLFL/30th AGM - 15th September 2014

