



**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**Frontier Capital Limited**  
Peninsula Techno Park,  
Tower 1, 7<sup>th</sup> Floor,  
Off. Bandra Kurla Complex,  
LBS Marg, Kurla (West),  
Mumbai - 400070

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on voting done through Remote E-Voting Process and by Polling Papers at 32<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016.**

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of Frontier Capital Limited ('the Company') in its meeting held on 2<sup>nd</sup> August, 2016, for the purpose of scrutinizing the voting done through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of The Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company dated 2<sup>nd</sup> August, 2016.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of 32<sup>nd</sup> AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the 32<sup>nd</sup> AGM is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said notice based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e voting facility for e-voting and poll conducted at the 32<sup>nd</sup> AGM.
3. The Notice of the 32<sup>nd</sup> AGM dated 2<sup>nd</sup> August, 2016 along with the Statement setting out material facts under Section 102 of the Act was sent to the members through courier on 3<sup>rd</sup> September, 2016. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 2<sup>nd</sup> September, 2016.

Consolidated Scrutinizer's Report/FCL/32<sup>nd</sup> AGM





4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of 32<sup>nd</sup> AGM and providing e-voting facility in the English newspaper "The Financial Express" and Marathi newspaper "Apla Mahanagar" on 7<sup>th</sup> September, 2016.
5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Monday, 26<sup>th</sup> September, 2016 (from 10:00 a.m.) to Wednesday, 28<sup>th</sup> September, 2016 (upto 5:00 p.m.). The members cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Polling Papers for casting vote at the 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016 to the members present, who did not vote through remote e-voting facility.
7. As required under the said Rules, after the closure of the voting at the 28<sup>th</sup> Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked in the presence of CS Priyanka Prabhu and Mrs. Kosha Doshi, who are not in the employment with the Company. The Company did not receive any voting through e-voting facility provided by Central Depository Services (India) Limited (CDSL).
8. The summary of the voting through polling papers is as follows:

**Resolution No. 1**

Resolution Required: (Ordinary/Special)			Ordinary Resolution for adoption of Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016 together with Reports of the Board of Directors and of the Auditors' thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	193510	0	0	0	0	0	0
	Poll		193510	100	193510	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>193510</b>	<b>193510</b>	<b>100</b>	<b>193510</b>	<b>0</b>	<b>100</b>





Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	51490	0	0	0	0	0	0
	Poll		22520	43.74	22520	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>51490</b>	<b>22520</b>	<b>43.74</b>	<b>22520</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>245000</b>	<b>216030</b>	<b>88.18</b>	<b>216030</b>	<b>0</b>	<b>100</b>	<b>0</b>

### Resolution No. 2

Resolution Required: (Ordinary/Special)			Ordinary Resolution for declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2016 on: (a) Preference Shares - Re.0.10 (0.01%) per share of Rs.1000/- each; and (b) Equity Shares - Re.1/- (10%) per share of Rs.10/- each.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	193510	0	0	0	0	0	0
	Poll		193510	100	193510	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>193510</b>	<b>193510</b>	<b>100</b>	<b>193510</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	51490	0	0	0	0	0	0
	Poll		22520	43.74	22520	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>51490</b>	<b>22520</b>	<b>43.74</b>	<b>22520</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>245000</b>	<b>216030</b>	<b>88.18</b>	<b>216030</b>	<b>0</b>	<b>100</b>	<b>0</b>





Resolution No. 3

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of a director in place of Mr. Nitin Chamria (DIN: 03030771), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	193510	0	0	0	0	0	0
	Poll		193510	100	193510	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>193510</b>	<b>193510</b>	<b>100</b>	<b>193510</b>	<b>0</b>	<b>100</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	51490	0	0	0	0	0	0
	Poll		22520	43.74	22520	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>51490</b>	<b>22520</b>	<b>43.74</b>	<b>22520</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>245000</b>	<b>216030</b>	<b>88.18</b>	<b>216030</b>	<b>0</b>	<b>100</b>	<b>0</b>





Resolution No. 4

Resolution Required: (Ordinary/Special)			Ordinary Resolution to ratify the appointment of M/s. A. C. Bhuteria & Co., Chartered Accountants (FRN:303105E) as Statutory Auditors of the Company and fix their remunerations.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	193510	0	0	0	0	0	0
	Poll		193510	100	193510	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>193510</b>	<b>193510</b>	<b>100</b>	<b>193510</b>	<b>0</b>	<b>100</b>
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	51490	0	0	0	0	0	0
	Poll		22520	43.74	22520	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>51490</b>	<b>22520</b>	<b>43.74</b>	<b>22520</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>245000</b>	<b>216030</b>	<b>88.18</b>	<b>216030</b>	<b>0</b>	<b>100</b>	<b>0</b>





Resolution No. 5

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment Mr. H. N. Choudhary (DIN:06641774) as an Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	193510	0	0	0	0	0	0
	Poll		193510	100	193510	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>193510</b>	<b>193510</b>	<b>100</b>	<b>193510</b>	<b>0</b>	<b>100</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	51490	0	0	0	0	0	0
	Poll		22520	43.74	22520	0	100	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>51490</b>	<b>22520</b>	<b>43.74</b>	<b>22520</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>245000</b>	<b>216030</b>	<b>88.18</b>	<b>216030</b>	<b>0</b>	<b>100</b>	<b>0</b>

Results: All the above resolutions are passed unanimously.





The Register, all other papers and relevant records relating to poll and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company Secretary for safe keeping.

For **M Baldeva Associates**  
Company Secretaries



*Manish*

**CS Manish Baldeva**  
Proprietor

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

Place: Thane  
Date: 29<sup>th</sup> September, 2016

*[Signature]*



Countersigned  
For Frontier Capital Limited