

# VMG & COMPANY

## Chartered Accountants

### Consolidated Scrutinizer's Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21(2) of the Companies (Management and Administration) Rules, 2014, as amended till date]

To  
The Chairman  
M/S FRONTLINE SECURITIES LIMITED,  
(CIN: L74899DL1994PLC058837)  
M-6, 2<sup>nd</sup> Floor, M-Block Market,  
Greater Kailash-II, New Delhi-110048

Dear Sir,

I, Mohit Khemka, Practicing Chartered Accountant, having office at A-44 A, Lower Ground Floor, Sector-16, Noida-201301 (U.P.), was appointed as a scrutinizer for the purpose of scrutinizing AGM voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date, on the resolution(s) mentioned in Notice dated 29 July, 2015 for 21<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Tuesday, September 22, 2015 at 9.45 A.M. at PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional area, August Kranti Marg, New Delhi-110016

I submit my report as under:-

1. The remote e-voting period commenced on Saturday, September 19, 2015 at 09.00 A.M. and ended on Monday, September 21, 2015 at 5:00 P.M. on the designated website 'www.evoting.cdsl.com' via CDSL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. September 15, 2015 were entitled to avail the facility of remote e-voting as well as polling paper in the AGM on the proposed resolution(s) (item no. 1 to 4) as set out in the Notice of AGM dated Wednesday, July 29, 2015.
3. The total paid up Equity Share Capital of the Company as on September 22, 2015 was Rs. 7,18,66,890.00/- (Rupees Seven Crore Eighteen Lakh Sixty Six Thousand Eight Hundred Ninty) divided into 71,86,689 (Seventy One Lakh Eighty Six Thousand Six Hundred Eighty Nine) equity shares of Rs. 10/- each (Rupee Ten only).
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended till date.



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Branch Office : A44A, Lower Ground Floor, Sector 16, Noida - 201301, Mob : 9891009745  
Ph. : 0120-4264721, E-mail : khemka.mohit@gmail.com

5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at the AGM, the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Therefore, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Abhinav Khemka R/o 582/, Paschimpuri, New Delhi - 110063 and Mr. Rahul Gupta R/O Flat No. 13 Rama park Road Uttam Nagar New Delhi 110059.who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

*Abhinav Khemka*

Abhinav Khemka

*Rahul*

Rahul Gupta



9. The consolidated summary of results of remote e-voting and poll at the AGM are as under:

**(a) Resolution 1 - To receive, consider and adopt the Audited Profit and Loss Account, cash Flow Statement for the year ended 31<sup>st</sup> March 2015 and Balance Sheet as at that date together with Director's Report and Auditor's Report thereon.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	60,98,217	99.9933%
25	Poll at AGM	408	0.0067%
	<b>Total</b>	<b>60,98,625</b>	<b>100%</b>

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	0	0
25	Poll at AGM	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Total number of members in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	5



**(b) Resolution 2 - To declare dividend on the equity shares for the financial year ended March 31, 2015.**

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

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	60,98,217	99.9933%
25	Poll at AGM	408	0.0067%
	<b>Total</b>	<b>60,98,625</b>	<b>100%</b>

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

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	0	0
25	Poll at AGM	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	5



(c) **Resolution 3 - To appoint a Director in place of Mr. Rakesh K. Jain, (holding DIN No. 00050524), who retires by rotation and, being eligible, offers himself for reappointment.**

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

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	60,98,217	99.9933%
25	Poll at AGM	408	0.0067%
	<b>Total</b>	<b>60,98,625</b>	<b>100%</b>

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

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	0	0
25	Poll at AGM	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	5



(d) **Resolution 4 – To ratify the appointment of M/s J. Jain & Company, Chartered Accountants( Firm Registration No. 004208N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of the twenty-second AGM**

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

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	60,98,217	99.9933%
25	Poll at AGM	408	0.0067%
	<b>Total</b>	<b>60,98,625</b>	<b>100%</b>

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

Number of members present and voting (in person or by proxy)	Mode of Voting	Number of votes cast by them	% of total number of valid votes cast
29	E-Voting	0	0
25	Poll at AGM	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	5



10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thanking You,

Yours faithfully

**For VMG & Company**

*Chartered Accountants*

Firm's registration number: 024257N

*Mohit Khemka*



**Mohit Khemka**

*Partner*

Membership number: 410605

Place: Noida

Date: 24 September 2015

*[Signature]*

**Counter signed by Chairman**