

# VMG & COMPANY

## Chartered Accountants

FORM No. MGT-13

### SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014

To,

The Chairman,

M/S FRONTLINE SECURITIES LIMITED,

M-6, 2<sup>nd</sup> Floor, M-Block Market,

Greater Kailash-II, New Delhi-110048

I, Mohit Khemka, Practicing Chartered Accountant, having office at A-44 A, Lower Ground Floor, Sector-16, Noida-201301 (U.P.), appointed as Scrutinizer for the purpose of the poll taken on below mentioned resolution(s), at the 20th Annual General Meeting of the equity shareholders of Frontline Securities Limited held on Sept, 17 2014 at Airforce Auditorium, Subroto Park, New Delhi, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark 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 and the authorizations / proxies lodged with the company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately
4. The result of the poll is as under:





(a) **Resolution 1 - To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors 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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</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
3	4





(b) Resolution 2 - To declare dividend on the equity shares for the financial year ended March 31, 2014.

(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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</b>

(iii) **Invalid** votes:

Total number of members or by whose votes were declared invalid	(in person proxy)	Total number of votes cast by them
3		4





(c) **Resolution 3 - To appoint a Director in place of Mrs. Sarabjeet Kaur, (holding DIN No. 00013395), who retires by rotation and, being eligible, offers herself 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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</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
3	4





**(d) Resolution 4 - Appointment of Auditors**

(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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</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
3	4





(e) **Resolution 5 - Appointment of Mr. Arun K. Jain as an Independent Director of the Company**

(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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</b>

(iii) **Invalid** votes:

Total number of members person or by proxy whose votes were declared invalid	Total number of votes cast by them
3	4





(f) **Resolution 6 - Appointment of Mr. Atul K. Jain as an Independent Director of the Company**

(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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</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
3	4





**(g) Resolution 7 - Appointment of Dr. Charanjeet Singh Bedi as an Independent Director of the Company**

(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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</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
3	4





**(h) Resolution 8 - Appointment of Mr. Baljit Singh Bedi as an Independent Director of the Company**

(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
28	E-Voting	6504841	99.98993%
344	Poll at AGM	570	0.00876%
	<b>Total</b>	<b>6505411</b>	<b>99.99869%</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
28	E-Voting	0	0
344	Poll at AGM	85	0.00131%
	<b>Total</b>	<b>85</b>	<b>0.00131%</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
3	4





5. A compact Disc (CD) containing 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 authorized by the Board for safe keeping

Thanking You,

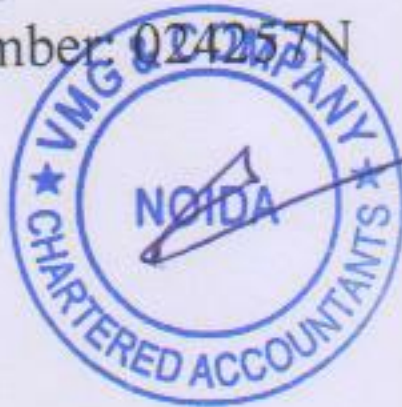
Yours faithfully

*For VMG & Company*

*Chartered Accountants*

Firm's registration number: 024257N

*Mohit Khemka*



**Mohit Khemka**

*Partner*

Membership number: 410605

Place: Noida

Date: 19 September 2014