



REPORT OF SCRUTINIZER
[E-VOTING AT THE ANNUAL GENERAL MEETING]

The Chairman
60th Annual General Meeting of the Members of
Frick India Limited, held on the 25th day of September, 2023 at
21.5 KM Main Mathura Road, Faridabad – 121003 (Haryana)

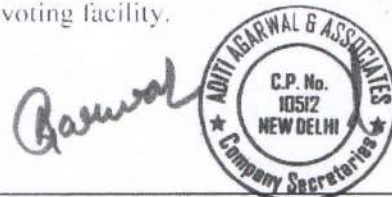
Dear Sir,

I, Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer for the 60th Annual General Meeting ("AGM") of the Members of **Frick India Limited** ("Company"), held on Monday, September 25, 2023 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), submit our report as under:

- 1) The Company has used 'Instameet Service' as provided by Link Intime India Private Limited ("LIPL") for conducting Meeting through video conferencing.
- 2) The Company has provided e-voting facility at the AGM for the Shareholders who have not casted their vote through remote e-voting facility commenced on September 22, 2023 at 10:00 A.M. and concluded on September 24, 2023 at 5:00 P.M. The detailed procedure for e-voting at the AGM was provided in the Notice of 60th AGM circulated in advance to all the shareholders of the Company
- 3) The Shareholders holding shares as on the cut-off date, i.e. Monday, September 18, 2023 were entitled to vote on the proposed 04 (Four) resolutions as mentioned in the Notice of the 60th AGM of the Company (Item Number 1 to 4 of the Notice of the 60th AGM of the Company).
- 4) During the conduct of Meeting, the Chairman allowed time period of 30 minutes, i.e. from 12:02 p.m. to 12:32 p.m. to all the Members of the Company attending meeting through video conferencing to vote by providing their Assent/ Dissent through email / VC platform, except those who have already cast their vote via remote e-voting facility.



R. Gupta



- 5) The Scrutinizer while counting the votes have considered the resulting data provided by the e-voting service provider i.e. LIPL and counted the votes.
- 6) The details of votes received through e-voting at the AGM by the Members are as follows:

(a) RESOLUTION 1

TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY I.E. AUDITED BALANCE SHEET AS AT 31ST MARCH, 2023 AND THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS' & AUDITORS' THEREON.

(i) Voted in **favor** of the Resolution:

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
9	5,984	100%

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

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/Abstain** Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



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(b) RESOLUTION 2

TO DECLARE DIVIDEND OF RS. 4/- PER EQUITY SHARE ON 5,99,975 FULLY PAID-UP EQUITY SHARES OF RS. 10/- EACH FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.

(i) Voted in **favor** of the Resolution:

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
9	5,984	100%

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

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/Abstain** Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) RESOLUTION 3

TO APPOINT A DIRECTOR IN PLACE OF MS. GURLEEN KAUR, NON-EXECUTIVE DIRECTOR [DIN: 05270533] WHO RETIRES BY ROTATION AND BEING ELIGIBLE. HAD PROVIDED THE CONSENT FOR RE-APPOINTMENT AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY.



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(i) Voted in favor of the Resolution:

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
9	5,984	100%

(ii) Voted against the resolution:

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid/Abstain Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) RESOLUTION NO. 4

RATIFICATION OF REMUNERATION TO BE PAID TO M/S JATIN SHARMA & CO., COST AUDITORS [FIRM REGISTRATION NO.101845] OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024.

(i) Voted in favor of the Resolution:

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
9	5,984	100%



Barwal



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

Number of Members present and voting	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/Abstain** Votes:

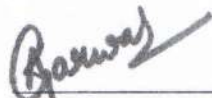
Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- 7) A list of equity shareholders who voted "FOR" and "AGAINST" for each resolution and all other relevant records are shared with the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully

For Aditi Agarwal & Associates,
Company Secretaries
Peer Reviewed Firm: 2200/2022)



Aditi Gupta
Company Secretary
FCS- 9410
C.P. - 10512



Counter-signed by:
For Frick India Limited



Ramesh Chandra
Chairman



Date: 26/09/2023
Place: Gurugram

Date: September 26, 2023

Place: New Delhi

UDIN: F009410E001078126



REPORT OF SCRUTINIZER

[REMOTE E-VOTING]

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

The Chairman
Frick India Limited
21.5 KM Main Mathura Road
Faridabad – 121 003
Haryana, India

Sir,

I, Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer for the 60th Annual General Meeting ('AGM') of the Equity Shareholders of **Frick India Limited** ("Company") held on Monday, September 25, 2023 at 11:00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions referred in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (remote e-voting) on the resolutions contained in the Notice to the 60th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's Report of the votes cast in "favor" or "against" the resolutions stated below, based on the reports generated from the electronic voting system provided by the service provider agency, 'Link Intime India Private Limited (LIPL)' the authorized agency to provide remote e-voting facility, engaged by the Company.



We submit our report as under:

1. The remote e-voting platform was open from 10:00 A.M. on Friday, September 22, 2023 to 5:00 P.M. on Sunday, September 24, 2023.
2. The Shareholders holding shares as on the cut-off date, i.e. Monday, September 18, 2023 were entitled to vote on the proposed 04 (Four) resolutions as mentioned in the Notice of the 60th AGM of the Company (Item Number 1 to 4 of the Notice of the 60th AGM of the Company).
3. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held and such other information that the scrutinisers may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.
4. Accordingly, Link Intime India Private Limited (LI IPL), the e-voting Agency provided us with the names, DP ID/folio numbers and shareholding of the members who has cast their votes through remote e-voting.
5. On completion of voting at the Meeting, LI IPL provided us with the list of members who had cast their votes, with their holding details and details of vote on each of the resolutions.
6. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations lodged with the Company.
7. The results of remote e-voting were unblocked on the LI IPL e-voting platform in the presence of two witnesses, namely, Ms. Avneet Oberoi and Ms. Pranchi Gupta, who are not in employment of the Company.



Barwal



8. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Link Intime India Private Limited ([https:// https://instavote.linkintime.co.in/](https://instavote.linkintime.co.in/)).
9. The result of the remote e-voting is as under:

(a) RESOLUTION NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY I.E. AUDITED BALANCE SHEET AS AT 31ST MARCH, 2023 AND THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS' & AUDITORS' THEREON.

(i) Voted in **favor** of Resolution:

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
78	2,95,691	100%

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

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/Abstain** Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



(b) RESOLUTION NO. 2

TO DECLARE DIVIDEND OF RS. 4/- PER EQUITY SHARE ON 5,99,975 FULLY PAID-UP EQUITY SHARES OF RS. 10/- EACH FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.

(i) Voted in favor of Resolution:

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
78	2,95,691	100%

(ii) Voted against the resolution:

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid/Abstain Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) RESOLUTION NO. 3

TO APPOINT A DIRECTOR IN PLACE OF MS. GURLEEN KAUR, NON-EXECUTIVE DIRECTOR [DIN: 05270533] WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAD PROVIDED THE CONSENT FOR RE-APPOINTMENT AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY.



(i) Voted in **favor** of Resolution:

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
78	2,95,691	100%

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

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/Abstain** Votes:

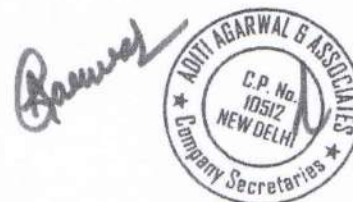
Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) RESOLUTION NO. 4

RATIFICATION OF REMUNERATION TO BE PAID TO M/S JATIN SHARMA & CO., COST AUDITORS [FIRM REGISTRATION NO.101845] OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024

(i) Voted in **favor** of the Resolution:

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
78	2,95,691	100%



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

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid/Abstain** Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking You,
Yours Faithfully

For Aditi Agarwal & Associates,
Company Secretaries
(Peer Reviewed Firm: 2200/2022)



Aditi Gupta
Company Secretary in whole-time practice
FCS- 9410
C.P. - 10512



Counter-signed by:
For Frick India Limited



Ramesh Chandra
Chairman



Date: 26/09/2023

Place: Gurugram

Date: September 26, 2023
Place: New Delhi

UDIN: F009410E001078126



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

The Chairman
60th Annual General Meeting of the Members of
Frick India Limited, held on the 25th day of September, 2023 at
21.5 KM Main Mathura Road, Faridabad – 121003 (Haryana)

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 60th Annual General Meeting ("AGM") of Members of Frick India Limited held on Monday, September 25, 2023, at 11:00 am conducted through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

1) I, Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting, as provided by Link Intime India Private Limited ("LIPL") at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) read with General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 in relation to "Clarification on holding of AGM through video conferencing ("VC") or Other Audio Visual Means ("OAVM") read with other Circulars, as may be applicable (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1 /CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated March 13, 2022 and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January



Aditi Gupta



5, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars") on the resolutions mentioned in the Notice of 60th Annual General Meeting of the Members of **Frick India Limited ('Company')**, held on Monday, September 25, 2023 at 11:00 A.M. at 21.5 KM Main Mathura Road, Faridabad – 121 003 (Haryana) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in a fair and transparent manner and ascertaining the requisite majority on:

(a) Remote E-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

(b) Votes casted through e-voting facility provided by the Company to the members who participated through VC/OAVM and did not cast their votes through remote e-voting.

2) The 60th AGM of the Company was conducted as per the directives issued by the Ministry of Corporate Affairs through General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 in relation to "Clarification on holding of AGM through video conferencing ("VC") or Other Audio Visual Means ("OAVM") read with other Circulars, as may be applicable (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1 /CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars").



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- 3) The Members of the Company as on the "Cut-off Date" i.e. Monday , September 18, 2023 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolution(s) as set out in the Notice.
- 4) The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice to the 60th Annual General Meeting ('AGM') of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for the process of e-voting at the AGM, is restricted to make a Scrutinizer's Report of the votes cast in "FAVOR" or "AGAINST" the resolutions stated above, based on the reports generated from the electronic voting system provided by LIPL, the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for remote e-voting and e-voting at the AGM.
- 5) After completion of e-voting at the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
- 6) Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses, Mrs. Avneet Oberoi and Ms. Pranchi Gupta, who are not in the employment of the Company.
- 7) The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities.
- 8) I have issued separate Scrutinizer's Report(s) dated September 26, 2023 on the remote e-voting and on the e-voting at the AGM on the resolutions contained in the Notice to the AGM. As requested by the management, submit herewith my consolidated report on the results of remote e-voting together with that of e-voting at the AGM as under:



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RESOLUTION 1

TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY I.E. AUDITED BALANCE SHEET AS AT 31ST MARCH, 2023 AND THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS' & AUDITORS' THEREON.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at the AGM	Remote e-Voting	Total	
Assent	5,984	2,95,691	3,01,675	100%
Dissent	NIL	NIL	NIL	NIL
Total	5,984	2,95,691	3,01,675	100%

Therefore, the Resolution No. 1 has been approved with requisite majority.

RESOLUTION 2

TO DECLARE DIVIDEND OF RS. 4/- PER EQUITY SHARE ON 5,99,975 FULLY PAID-UP EQUITY SHARES OF RS. 10/- EACH FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at the AGM	Remote e-voting	Total	
Assent	5,984	2,95,691	3,01,675	100%
Dissent	NIL	NIL	NIL	NIL
Total	5,984	2,95,691	3,01,675	100%

Therefore, the Resolution No. 2 has been approved with requisite majority.



RESOLUTION 3

TO APPOINT A DIRECTOR IN PLACE OF MS. GURLEEN KAUR, NON-EXECUTIVE DIRECTOR [DIN: 05270533] WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAD PROVIDED THE CONSENT FOR RE-APPOINTMENT AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at the AGM	Remote e-voting	Total	
Assent	5,984	2,95,691	3,01,675	100%
Dissent	NIL	NIL	NIL	NIL
Total	5,984	2,95,691	3,01,675	100%

Therefore, the Resolution No. 3 has been approved with requisite majority.

RESOLUTION 4

RATIFICATION OF REMUNERATION TO BE PAID TO M/S JATIN SHARMA & CO., COST AUDITORS [FIRM REGISTRATION NO. 101845] OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at the AGM	Remote e-voting	Total	
Assent	5,984	2,95,691	3,01,675	100%
Dissent	NIL	NIL	NIL	NIL
Total	5,984	2,95,691	3,01,675	100%

Therefore, the Resolution No. 4 has been approved with requisite majority.



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- 9) The electronic data and all other relevant records relating to the remote e-voting and e-voting at the AGM is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours Faithfully

For Aditi Agarwal & Associates,
Company Secretaries
(Peer Reviewed Firm: 2200/2022)



Aditi Gupta
Company Secretary in whole-time practice
FCS- 9410
C.P. – 10512

Date: September 26, 2023
Place: New Delhi
UDIN: F009410E001078126



Counter-signed by:
For Frick India Limited



Ramesh Chandra Jain
Chairman

Date: September 26, 2023
Place: New Delhi