



CONSOLIDATED SCRUTINIZER'S REPORT

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

The Chairman

56th Annual General Meeting of the Members of
Frick India Limited, held on the 26th day of September, 2019 at
21.5 KM Main Mathura Road, Faridabad – 121 003 (Haryana)

Dear Sir,

- 1) I, Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, appointed as Scrutinizer for the 56th Annual General Meeting of the Members of **Frick India Limited ('Company')**, held on Thursday, September 26, 2019 at 11:00 A.M. at 21.5 KM Main Mathura Road, Faridabad – 121 003 (Haryana), for the purpose of scrutinizing the Voting process 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 on poll, as per the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014.
- 2) 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 poll on the resolutions contained in the Notice to the 56th Annual General Meeting ('AGM') of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "FAVOUR" or "AGAINST" the resolutions stated above, based on the reports generated from the electronic



1 | Page

voting system provided by Central Depository Services (India) Limited, the agency authorised under the Rules and engaged by the Company to provide e-voting facilities for remote e-voting.

- 3) I have issued separate Scrutinizer's Report(s) dated 27 September, 2019 on the remote e-voting and on the poll 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 Poll as under:

ITEM NO. OF NOTICE	VOTES IN FAVOUR OF THE RESOLUTION		VOTES AGAINST THE RESOLUTION		INVALID VOTES
	Nos.	% of Total number of valid votes cast (Favour and Against)	Nos.	% of Total number of valid votes cast (Favour and Against)	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	2,96,778	100%	NIL	NIL	50
Item No. 2 of the Notice (As an Ordinary Resolution)	2,96,725	99.98%	53	0.02%	50
Item No. 3 of the Notice (As an Ordinary Resolution)	2,96,625	99.94%	153	0.06%	50



Item No. 4 of the Notice (As an Ordinary Resolution)	2,96,725	99.98%	53	0.02%	50
Item No. 5 of the Notice (As an Ordinary Resolution)	2,96,678	99.96%	100	0.04%	50
Item No. 6 of the Notice (As an Special Resolution)	2,94,728	99.96%	100	0.04%	50
Item No. 7 of the Notice (As an Special Resolution)	2,96,678	99.96%	100	0.04%	50
Item No. 8 of the Notice (As an Special Resolution)	2,96,625	99.94%	153	0.06%	50
Item No. 9 of the Notice (As an Special Resolution)	2,96,625	99.94%	153	0.06%	50
Item No. 10 of the Notice (As an Special Resolution)	2,96,625	99.94%	153	0.06%	50



- 4) The electronic data and all other relevant records relating to the remote e-voting and poll 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

Aditi Gupta

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



Counter-signed by:
For Frick India Limited



Ramesh Chandra Jain
Chairman

Date: 28/09/19
Place: Faridabad

Date: September 27, 2019
Place: Faridabad (Haryana)



REPORT OF SCRUTINIZER [REMOTE E-VOTING]

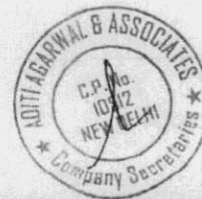
*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

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 56th Annual General Meeting ('AGM') of the Equity Shareholders of **Frick India Limited** ("Company") held on Thursday, September 26, 2019 at 11:00 A.M. at 21.5 KM Main Mathura Road, Faridabad – 121 003 (Haryana) 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 56th 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 'Central Depository Services (India) Limited', the authorised agency to provide remote e-voting facility, engaged by the Company.



1 | Page

We submit our report as under:

1. The remote e-voting platform was open from 10:00 A.M. on Monday, September 23, 2019 to 5:00 P.M. on Wednesday, September 25, 2019.
2. The Shareholders holding shares as on the cut-off date, i.e. Wednesday, September 18, 2019 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice of the 56th AGM of the Company (Item Number 1 to 10 of the Notice of the 56th 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 but not the manner in which they have voted.
4. Accordingly, CDSL, 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, CDSL 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 CDSL e-voting platform in the presence of two witnesses, namely, Mr. Shashank Jain and Ms. Priyanka Aggarwal, who are not in employment of the Company.



8. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).

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, 2019 AND THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS' & AUDITORS' THEREON.

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

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
14	2,61,106	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. 2.50/- PER EQUITY SHARE ON 599,975 FULLY PAID-UP EQUITY SHARES OF RS. 10/- EACH FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019.

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

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
13	2,61,053	99.98%

(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
1	53	0.02%

(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 **favour** of Resolution:

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
12	2,60,953	99.94%

(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
2	153	0.06%

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

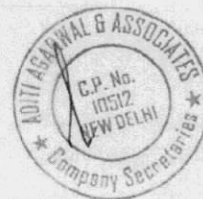
Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) RESOLUTION NO. 4

RATIFICATION OF REMUNERATION OF M/S DIPESH KUMAR MADAN & CO., COST AUDITORS [FIRM REGISTRATION NO. 002042] FOR THE FINANCIAL YEAR 2019-20.

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

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



13	2,61,053	99.98%
----	----------	--------

(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
1	53	0.02%

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

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

(e) **RESOLUTION NO. 5**

APPROVAL OF RE-APPOINTMENT OF MR. JASMOHAN SINGH AS THE MANAGING DIRECTOR OF THE COMPANY.

(i) Voted in **favour** 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
13	2,61,006	99.96%

(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
1	100	0.04%

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



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

(f) RESOLUTION NO. 6

TO CONSIDER APPROVE AND RATIFY THE REMUNERATION PAID DURING FINANCIAL YEAR 2018-19 TO MR. JASMOHAN SINGH AS THE MANAGING DIRECTOR OF THE COMPANY PURSUANT TO SECTION 197 READ WITH SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

(i) Voted in **favour** 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
12	2,59,056	99.96%

(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
1	100	0.04

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

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

(g) RESOLUTION NO. 7



APPROVAL OF PAYMENT OF REMUNERATION TO MR. JASMOHAN SINGH AS THE MANAGING DIRECTOR OF THE COMPANY.

(i) Voted in **favour** 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
13	2,61,006	99.96%

(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
1	100	0.04%

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

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

(h) **RESOLUTION NO. 8**

APPOINTMENT OF MR. RAMESH CHANDRA JAIN (DIN: 00038529) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in **favour** 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
12	2,60,953	99.94%

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

Number of Members voted	Number of votes cast by	% of Total number of valid
-------------------------	-------------------------	----------------------------



through remote e-voting system	them	votes cast
2	153	0.06%

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

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

(i) **RESOLUTION NO. 9**

APPOINTMENT OF MR. MAHENDRA KUMAR DOOGAR (DIN: 00319034) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in **favour** 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
12	2,60,953	99.94%

(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
2	153	0.06%

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

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



(j) RESOLUTION NO. 10

APPOINTMENT OF MR. DIVAKER JAGGA (DIN: 005357922) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in **favour** 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
12	2,60,953	99.94%

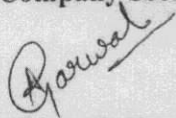
(ii) Voted **against** the resolution:

Number of Members voted through remote e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	153	0.06%

(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



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



Date: September 27, 2019
Place: Faridabad (Haryana)

Counter signed by:
For Erick India Limited



Ramesh Chandra Jain
Chairman

Date: 28/09/19
Place: Faridabad



FORM NO. MGT-13
REPORT OF SCRUTINIZER

[VOTING BY POLL]

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

The Chairman
56th Annual General Meeting of the Members of
Frick India Limited, held on the 26th day of September, 2019 at
21.5 KM Main Mathura Road, Faridabad – 121 003 (Haryana)

Dear Sir,

I, Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer for the 56th Annual General Meeting of the Members of **Frick India Limited** ('Company'), held on Thursday, September 26, 2019 at 11:00 A.M. at 21.5 KM Main Mathura Road, Faridabad – 121 003 (Haryana), submit our report as under:

- 1) After the time fixed for closing of the poll by the Chairman, **1 (one)** ballot box was kept for polling was sealed in my presence with due identification marks placed by me.
- 2) The sealed ballot box was 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 lodged with the Company.
- 3) I have found 1 (One) poll paper invalid.
- 4) The result of the Poll is an under:

(a) RESOLUTION 1

To receive, consider and adopt the Financial Statements of the Company i.e. Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss and Cash Flow Statement for the Financial year ended 31st March, 2019 together with the Reports of the Board of Directors' & Auditors' thereon.

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



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

(b) RESOLUTION 2

To declare dividend of Rs. 2.50/- per equity share on 599,975 fully paid-up equity shares of Rs. 10/-each for the Financial Year ended 31st March, 2019.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

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



proxy) whose votes were declared invalid	
1	50

(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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

(d) RESOLUTION 4

Ratification of remuneration of M/s Dipesh Kumar Madan & Co., Cost Auditors [Firm Registration No. 002042] of the Company for the Financial Year 2019-20.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%



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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

(e) **RESOLUTION NO. 5**

Approval of re-appointment of Mr. Jasmohan Singh as the Managing Director of the Company.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50



(f) **RESOLUTION NO. 6**

To consider, approve and ratify the remuneration paid during financial year 2018-19 to Mr. Jasmohan Singh as the Managing Director of the company pursuant to Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

(g) **RESOLUTION NO. 7**

Approval of payment of remuneration to Mr. Jasmohan Singh as the Managing Director of the Company.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members	Number of votes cast by	% of Total number of valid
-------------------	-------------------------	----------------------------



present and voting (in person or by proxy)	them	votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

(h) RESOLUTION NO. 8

Appointment of Mr. Ramesh Chandra Jain (Din: 00038529) 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)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50



(i) **RESOLUTION NO. 9**

Appointment of Mr. Mahendra Kumar Doogar (Din: 00319034) 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)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** Votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

(j) **RESOLUTION NO. 10**

Appointment of Mr. Divaker Jagga (Din: 05357922) 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)	Number of votes cast by them	% of Total number of valid votes cast
44	35,672	100%

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

Number of Members	Number of votes cast by	% of Total number of valid
-------------------	-------------------------	----------------------------



present and voting (in person or by proxy)	them	votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

- 5) The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours Faithfully

For Aditi Agarwal & Associates,
Company Secretaries

Aditi Gupta



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

Date: September 27, 2019
Place: Faridabad (Haryana)

Counter-signed by:
For Frick India Limited



Ramesh Chandra Jain
Chairman

Date: 28/09/19
Place: Faridabad