



Registered Office : Km 25/4, Kalpi Road, Rania, Kanpur Dehat-209 304

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NOTICE

Notice is hereby given that the Thirty Eighth Annual General Meeting of the members of **FRONTIER SPRINGS LIMITED** will be held on Wednesday, the 26th September, 2018 at 12:30 P.M. at the Registered Office of the Company at Km 25/4, Kalpi Road, Rania Kanpur Dehat – 209 304 to transact the following business:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Mamta Bhatia (DIN: 003480368) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules,2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the appointment of M/s. Sanjeevani Raizada & Co., Chartered Accountants (ICAI Firm Registration No. 021960C), as Auditors of the Company, made at the Thirty-Seventh Annual General Meeting held on 28th September, 2017 for a period of five years, be and is hereby ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Auditors be paid such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit committee.”

SPECIAL BUSINESS:

4. To approve the remuneration of Shri K.L Bhatia(DIN:00581799), Chairman cum Managing Director of the Company and in this regard,to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be the necessary, approval of members of the company be and is hereby accorded for payment of remuneration to Shri Kundan Lal Bhatia , Chairman Cum Managing Director of the company for a period of two years w.e.f. 1st April 2018 to 31st March, 2020 as set out hereunder which has been approved by the Board of Directors of the Company on the recommendations of the Nomination & Remuneration Committee:

SALARY : Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month.

PERQUISITES : In addition to the salary, the Chairman Cum Managing Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

PART-A

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs. 25,000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month’s salary per year to three months’ salary in a block of three years.
- (iii) **Leave Travel Concession** – Actual amount incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs 2,00,000/- (Rupees Two Lakhs only) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

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- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spent in any foreign country for self and family in a block of two years shall be reimbursed, subject to ceiling of Rs 5,00,000/- (Rupees Five Lakhs Only).
- (vi) **Club fee:** Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (vii) **Personal Accident Insurance:** Premium not to exceed Rs.4,000/- per annum.

PART – B

- (i) Contribution to (a) Provident Fund and / or National Pension Scheme (b) Super Annuation Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income- Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service.

PART – C

The Company shall provide a car with driver and telephone at the residence of the Chairman Cum Managing Director. Provision of car for use of Company's business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Chairman Cum Managing Director.

The Chairman Cum Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be en-cashed.

ADDITIONAL REMUNERATION / INCENTIVE

In addition to the salary & perquisites, as specified supra, the Chairman cum Managing Director shall be entitled to receive additional remuneration / Incentive based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed the limits laid down under Schedule V read with other applicable provisions

of the Companies Act, 2013 and rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Chairman cum Managing Director.

“RESOLVED FURTHER THAT where in any financial year during the currency of term of Chairman cum Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Chairman cum Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri K.L.Bhatia from time to time, during the tenure of his appointment as Chairman cum Managing Director of the Company including salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

5. To approve the remuneration of Shri Kapil Bhatia (DIN: 00582337), Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for payment of the remuneration to Shri Kapil Bhatia, Managing Director of the

Company for a period of two years with effect from 4th January 2018 to 3rd January, 2020 as set out hereunder which has been approved by the Board of Directors of the Company on the recommendations of the Nomination & Remuneration Committee:

SALARY : Rs 4,00,000/- (Rupees Four Lakhs only) per month.

PERQUISITES : In addition to the salary, the Managing Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

PART-A

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs. 25,000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month's salary per year to three months' salary in a block of three years.
- (iii) **Leave Travel Concession** – Actual amount incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs 2,00,000/- (Rupees Two Lakhs only) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spend in any foreign country for self and family in a block of two years shall be reimbursed, subject to ceiling of Rs 5,00,000/- (Rupees Five Lakhs Only).
- (vi) **Club fee:** Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (vii) **Personal Accident Insurance:** Premium not to exceed Rs. 4,000/- per annum.

PART – B

- (i) Contribution to (a) Provident Fund and / or National Pension Scheme (b) Super Annuation

Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.

- (ii) Gratuity not exceeding half month's salary for each completed year of service.

PART – C

The Company shall provide a car with driver and telephone at the residence of the Managing Director. Provision of car for use of Company's business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

The Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be en-cashed.

ADDITIONAL REMUNERATION / INCENTIVE

In addition to the Salary & Perquisites, as specified supra, the Managing Director shall be entitled to receive additional remuneration / incentive based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed the limits laid down under Schedule V read with other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Managing Director.

“RESOLVED FURTHER THAT where in any financial year during the currency of term of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director, remuneration by way of salary and perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Kapil Bhatia from time to time, during the tenure of his appointment as Managing Director of the Company including salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to him shall not at any time exceed the limit

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prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

6. To approve the remuneration of Shri Neeraj Bhatia (DIN:0582395) Whole-Time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, approval of the members of the Company be and is hereby accorded for payment of the remuneration to Shri Neeraj Bhatia, Whole-Time Director of the Company for a period of two years with effect from 1st April 2018 to 31st March, 2020 as set out hereunder which has been approved by the Board of Directors of the Company on the recommendations of the Nomination & Remuneration Committee:

SALARY : Rs 4,00,000/- (Rupees Four Lakhs only) per month.

PERQUISITES : In addition to the salary, the Whole Time Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

PART-A

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs. 25,000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month’s salary per year to three months’ salary in a block of three years.
- (iii) **Leave Travel Concession** – Actual amount

incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs 2,00,000/- (Rupees Two Lakhs only) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spent in any foreign country for self and family in a block of two years shall be reimbursed, subject to ceiling of Rs. 5,00,000/- (Rupees Five Lakhs only).
- (vi) **Club fee:** Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (vii) **Personal Accident Insurance:** Premium not to exceed Rs. 4,000/- per annum.

PART – B

- (i) Contribution to (a) Provident Fund and / or National Pension Scheme (b) Super Annuity Fund or Annuity fund as per Company’s rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income- Tax Act, 1961.
- (ii) Gratuity not exceeding half month’s salary for each completed year of service.

PART – C

The Company shall provide a car with driver and telephone at the residence of the Whole-Time Director. Provision of car for use of Company’s business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole-Time Director.

The Whole Time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be en-cashed.

ADDITIONAL REMUNERATION / INCENTIVE

In addition to the Salary & Perquisites, as specified supra, the Whole Time Director shall be entitled to receive additional remuneration / Incentive based

upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed the limits laid down under Schedule V read with other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Whole Time Director.

“RESOLVED FURTHER THAT where in any financial year during the currency of term of Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Whole Time Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Neeraj Bhatia from time to time, during the tenure of his appointment as Whole Time Director of the Company including salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

7. To approve the remuneration of Smt. Mamta Bhatia (DIN: 03480368) Whole-Time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for payment of the remuneration to Smt. Mamta

Bhatia Whole-time Director of the Company for a period of two years with effect from 16th May, 2017 to 15th May, 2019 as set out hereunder which has been approved by the Board of Directors of the Company on the recommendations of the Nomination & Remuneration Committee:

SALARY : Rs. 2, 50,000/- (Rupees Two Lakhs Fifty Thousand only) per month.

PERQUISITES: In addition to the salary, the Whole Time Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

PART-A

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs.25, 000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month’s salary per year to three months’ salary in a block of three years.
- (iii) **Leave Travel Concession** – Actual amount incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs. 2,00,000/- (Rupees Two Lakhs only) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company. Including reimbursement of travelling expenses of the family accompanying the Whole-Time Director on any official trip.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spent in any foreign country for self and family in a block of two years shall be reimbursed, subject to ceiling of Rs. 5,00,000/- (Rupees Five Lakhs only).
- (vi) **Club fee:** Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (vii) **Personal Accident Insurance:** Premium not to exceed Rs.4,000/- per annum.

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PART –B

- (i) Contribution to (a) Provident Fund and / or National Pension Scheme (b) Super Annuation Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income- Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service.

PART – C

The Company shall provide a car with driver and telephone at the residence of the Whole-Time Director. Provision of car for use of Company's business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole-Time Director.

The Whole Time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be en-cashed.

ADDITIONAL REMUNERATION / INCENTIVE

In addition to the salary & perquisites, as specified supra, the Whole Time Director shall be entitled to receive additional remuneration / incentive based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to her shall not exceed the limits laid down under Schedule V read with other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Whole Time Director.

“RESOLVED FURTHER THAT where in any financial year during the currency of term of Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Whole Time Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Smt. Mamta Bhatia from time to time, during the tenure of her appointment as Whole Time Director of the Company including

salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to her shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

8. To consider re-appointment of Smt. Manju Bhatia (DIN: 03480362) as a Whole-Time Director and in this regard, to consider and, if thought, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for re-appointment of Smt. Manju Bhatia, as Whole-time Director of the Company for period of five years with effect from 14th November, 2018 on the terms and conditions as set out hereunder which have been approved by the Board of Directors of the Company on the recommendations of the Nomination & Remuneration Committee:

SALARY : Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month.

PERQUISITES : In addition to the salary, the Whole Time Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

PART - A

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs. 25,000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month's salary per year to three months' salary in a block of three years.

- (iii) **Leave Travel Concession** – Actual amount incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs. 2,00,000/- (Rupees Two Lakhs only) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spent in any foreign country for self and family in a block of two years shall be reimbursed, subject to ceiling of Rs. 5,00,000/- (Rupees Five Lakhs only).
- (vi) **Club fee:** Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (vii) **Personal Accident Insurance:** Premium not to exceed Rs. 4,000/- per annum.

PART – B

- (i) Contribution to (a) Provident Fund and / or National Pension Scheme (b) Super Annuation Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income- Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service.

PART – C

The Company shall provide a car with driver and telephone at the residence of the Whole-Time Director. Provision of car for use of Company's business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole-Time Director.

The Whole Time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be en-cashed.

ADDITIONAL REMUNERATION / INCENTIVE

In addition to the salary & perquisites, as specified

supra, the Whole Time Director shall be entitled to receive additional remuneration / incentive based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to her shall not exceed the limits laid down under Schedule V read with other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Whole Time Director.

“RESOLVED FURTHER THAT where in any financial year during the currency of term of Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Whole Time Director, remuneration by way of salary and perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Smt. Manju Bhatia from time to time, during the tenure of her appointment as Whole Time Director of the Company including salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to her shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

9. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting

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be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To consider approval of contracts / arrangement with related parties and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014,

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanction of any authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts / arrangement(s) / transaction(s) with the related parties for a period of five years w.e.f from 1st April, 2018 with aggregate annual value as mentioned hereunder on such terms and conditions as may be agreed to by the Board of Directors of the Company, provided however that the transactions so carried out shall at all times be on arm's length basis and in ordinary course of the Company's business.

Sl.	Name of Related party	Nature of Interest	Nature of Transaction	Value of Transaction (Rs.in Lakhs)
1.	M/s Frontier Alloy Steels Ltd	Directors relative are Directors and shareholders of the M/s Frontier Alloy Steels Ltd	Sale, Purchase and Job work	800.00
2.	M/s Frontier Engineering Corporation	Director's Relative is partner in the firm.	Sale, Purchase and Job work	100.00
3.	M/s Vishpa Rail Equipments Pvt. Ltd.	Directors relative are Directors and shareholders of the M/s Vishpa Rail Equipments Pvt. Ltd. Rent	Sale, Purchase and Job work	200.00 2.00
4.	M/s. P. C. Packagers	Director's Relative is partner in the firm.	Sale and Purchase and Job Rent	200.00 2.00
5.	Shri K.L.Bhatia	Chairman cum Managing Director	Purchase of Land	100.00

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

11. To accord consent for continuation of appointment of Shri Yashpal.(DIN:00929185) as Non-Executive Independent Director w.e.f. 01.04.2019 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as inserted by Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification (s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby accorded to continue the appointment of Shri Yashpal (DIN:00929185), aged 84 years, as Non-Executive Independent Director of the Company, to hold office for his remaining term of office with effect from 1st April, 2019 upto conclusion of Annual General Meeting of the Company to be held in the calendar year 2019, on the existing terms and conditions as mentioned in the letter of appointment.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office : By order of the Board
25/4, Kalpi Road, Rania, For Frontier Springs Limited
Kanpur Dehat-209 304 (DHRUV BHASIN)
Dated : 14th August, 2018 Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the

Company on all working days during the business hours upto the date of the Meeting.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 20th September, 2018 to Wednesday, 26th September, 2018 (both days inclusive).
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, Alankit Assignments Limited, 1E/13, Alankit Assignments, Jhandewalan Extension, New Delhi-110055 (hereinafter referred to as “RTA”).
9. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018; the Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form. **Members are requested to get their details updated by sending the below-mentioned documents along-with a duly signed request letter to” RTA”:**
 - a) Self-attested copy of PAN Card of all the holders;
 - b) Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;
 - c) Self-attested copy of address proof (viz. aadhaar, voter-id, passport, driving license, any utility bill not older than 3 months).
10. Further, to support “Green Initiative”, members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
11. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (effective date of implementation is 5th December, 2018), wherein it has mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulations, Members are

THIRTY EIGHTH ANNUAL GENERAL MEETING NOTICE

- requested to get their shares dematerialised at the earliest to avoid any inconvenience.
12. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividend which remains unpaid / unclaimed in the Unpaid Dividend Account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members may note that unclaimed dividend for the Financial Year ended 31st March, 2011 will be due for transfer to the Investor Education and Protection Fund on **28.10.2018**. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2011 or any subsequent financial year(s) are requested to lodge their claim with the Company. Further, as per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the Investor Education and Protection Fund (IEPF) Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.
15. Members desiring any information with respect to Accounts are requested to write to the Company atleast seven days in advance from the date of the meeting so as to enable the management to keep the information ready and furnish the same at the meeting, if the Chairman permits to do so.
16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Information and other instructions relating to remote e-voting are as under:
- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and 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, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The poll shall be conducted at the meeting and members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.
 - (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the Services of Central Depository Services Ltd ("CDSL") as the Agency to provide e-voting facility.
 - (v) The Board of Directors of the Company has appointed Shri S.K.Gupta, (FCS-2589) and failing him Ms. Divya Saxena, (FCS-5639) Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
 - (vi) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th September, 2018
 - (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. 19th September, 2018 only shall be entitled to avail the facility of remote e-voting.
 - (viii) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding Shares as on the cut-off date i.e. 19th September, 2018, may obtain the User ID and Password.
 - (ix) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting
Sunday, 23rd September, 2018, 9.00 A.M. IST

End of remote e-voting
Tuesday, 25th September, 2018, 5.00 P.M. IST

During this period, Shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th September, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.

- (x) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.frontiersprings.co.in and of CDSL www.cdslindia.com The results shall simultaneously be communicated to the Stock Exchange.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September, 2018.
- (xii) **Instructions and other information relating to remote e-voting:**
- The e-voting facility can be availed by typing the link www.cdslindia.com in the internet browser.
 - Click on the "shareholders" tab.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- | | |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN* | <ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence Number in the "PAN" field. In case the sequence No. number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with Sequence No.001 then enter RA000001 in the "PAN" field. |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio respectively in dd/mm/yyyy format. |
| Dividend | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio respectively.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field.</p> |
| | (g) After entering these details appropriately, click on "SUBMIT" tab. |
| | (h) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. |
| | (i) For Members holding shares in physical |

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form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (j) Click on the EVSN for the relevant <Company Name > on which you chose to vote.
- (k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they

have to create a Compliance user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.cdslindia.com under help section or write an email to helpdesk.evoting@cdsl.com.
 - (s) Since the Company is required to provide Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 - (xiii) The voting rights of Shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on 19th September, 2018.
 - (xiv) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers’ Report shall be placed on the website of the Company and CDSL and communicated to the BSE Ltd. within the prescribed period.
17. As required under Listing Regulations and Secretarial Standard on General Meetings (SS-2) , the relevant details in respect of director seeking re-appointment under item No 2. of this Notice are as below:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

Particulars	Smt. Mamta Bhatia	Smt. Manju Bhatia
Date of Birth	27/09/1966	19/05/1970
Date of Appointment on the Board	14/05/2011	14/11/2013
Qualifications	B.A, MBA	B.A.
Expertise in specific functional area	Marketing & Finance	Over All Administration
Chairman/ Director of other Companies	NIL	NIL
Chairman/ Member of Committee of the Board of other Companies of which she is a Director	NIL	NIL
Shareholding of Director in the Company	38038 Equity shares	20380 Equity shares
Terms & Conditions of re-appointment	As per Company's Guidelines on Nomination & Remuneration and Policy	As per Company's Guidelines on Nomination & Remuneration and Policy
Remuneration Last Drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2017-18)	As mentioned in the Corporate Governance Report (forming part of Annual Report 2017-18)
Relationship with other Director and KMPs of the Company	As mentioned in the Corporate Governance Report (forming part of Annual Report 2017-18)	As mentioned in the Corporate Governance Report (forming part of Annual Report 2017-18)
No. of Board Meeting attended during the financial year 2017-18	4 (for details please refer to the Corporate Governance Report forming part of Annual Report 2017-18)	4 (for details please refer to the Corporate Governance Report forming part of Annual Report 2017-18)

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item Nos. 4 to 7

The Board of Directors of the Company upon the recommendations of the Nomination & Remuneration Committee, re-appointed Shri K.L. Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia and Smt. Mamta Bhatia, as Whole Time Directors of the Company for a further period of five years with effect from 1st April 2015, 5th January 2015, 1st April 2015 & 14th May 2014 respectively on the terms and conditions provided in their respective resolutions which were in line with the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In terms of the provisions of Schedule V of the Companies Act, 2013, although the appointment was approved for a period of five years but the remuneration was valid only for

a period of three years as such the remuneration was required to be approved afresh for the remainder term of office of the aforesaid managerial personnel.

The Nomination and Remuneration Committee of the Board considering the significant contribution of Shri K.L. Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia and Smt. Mamta Bhatia, as Whole Time Directors of the Company to the Company's growth and implementation of investment plans and business strategies approved the remuneration of the said managerial personnel as stated in their respective resolutions which is in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013. The Board recommends the resolutions placed at item Nos. 4 to 7 of the Notice for approval of members.

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Save and except Shri Kundan Lal Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia, Smt. Mamta Bhatia and Smt. Manju Bhatia, Whole time Directors and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 4 to 7 of the Notice.

Item Nos. 8

Smt. Manju Bhatia was appointed as Whole time Director of the Company for a period of five years w.e.f. 14th November, 2013 and her term of office would expire on 13th November, 2018. Keeping in view her performance and responsibilities shouldered by her as Whole time Director of the Company, the Board of Directors upon recommendations of the Nomination and Remuneration Committee approved the re-appointment of Smt. Manju Bhatia as Whole time Director of the company for a further period of five years on the terms and conditions as set out in the resolution which are in accordance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions

of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the passing of resolution as set out at Item No. 8 of the notice. The terms as set out in the resolution and Explanatory Statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Companies Act, 2013. Save and except Shri Kundan Lal Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia, Smt. Mamta Bhatia and Smt. Manju Bhatia herself, Whole time Directors and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 8 of the Notice.

The copies of the relevant resolution passed at the Board and Committee Meetings and other allied documents being referred in the accompanying resolutions, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART II OF SCHEDULE V READ WITH OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES

GENERAL INFORMATION

(i) Nature of Industry	Manufacture of Railway Springs & Other Springs
(ii) Date or expected date of Commencement of commercial production.	N.A. as the company is in operation for more than 37 years
(iii) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.
(iv) Financial performance based on the given indicators for the financial year ended 31st March, 2018	(Rs. in Lacs)
Turnover	6003.65
Profit /Net (Loss)	365.32
Net worth (excluding Revaluation reserve)	2971.40
Book Value per Equity Share (excluding revaluation reserve)	75.44
(v) Export Performance and Net Foreign Exchange Earnings	NIL
(vi) Foreign Investment or Collaborations, if any	NIL

II. INFORMATION ABOUT THE APPOINTEES:

Name	Background details / recognition awards	Past Remuneration	Proposed Remuneration	Job Profile and his suitability	Comparative Remuneration	Pecuniary and other relationship with managerial personnel
Smt. Manju Bhatia	Age 48 years, Graduate having 10 years of experience.	2,00,000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act,2013	2,50,000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act,2013	Managerial The experience and past performance makes her most suitable for the position of Whole-time Director.	Remuneration is commensurate with similar size of Company and the prevailing Industry trends.	Drawing remuneration in capacity of Managerial personnel. Related to the Directors of the Company.

The Board is of the view that the proposed remuneration is fair and reasonable having regard to the qualifications and experience of the appointee and in line with the prevailing Industry trends which is imperative to attract and retain the best management talent.

The Board is of the opinion that the aforesaid appointees have requisite qualifications, expertise and experience which would be reflected in the sustained financial, overall administration and operational performance of the Company.

III. OTHER INFORMATION:

(i) Reasons for Loss or inadequate Profits:

The Company has earned Net Profit of Rs. 356.32 lacs for the financial year ended 31st March, 2018 and the remuneration paid to appointee is within the ceiling limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

(ii) Steps taken or proposed to be taken for improvement:

Cost control measures coupled with productivity improvement and market development initiatives are in place to improve profitability. Fresh investments in railways announced by the Government is expected to yield positive results for the Company.

(iii) Expected increase in productivity and Profits in measurable terms:

Smt. Manju Bhatia, as the Whole Time Director has together with other Directors steered the Company successfully in all ups and downs and her contribution is reflected in sustained performance of the Company. The Company expects to improve its performance and achieve new milestones in times ahead.

(IV) DISCLOSURES:

The Shareholders of the Company are duly informed of the remuneration package of Managerial Personnel in the Corporate Governance Report forming part of the Annual Report.

Shri K.L. Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia and Smt. Mamta Bhatia, besides being relatives are interested in the resolution concerning the appointment. No other Director or Key managerial personnel or their relatives are interested financially or otherwise in the resolutions.

The Resolutions alongwith the accompanying

Explanatory Statement may be treated as memorandum of terms of appointment within the meaning of Section 190 of the Companies Act 2013.

Item No. 9

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956. With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions as they are no longer in conformity with the Companies Act, 2013. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by Shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. The draft AOA shall be available for inspection during the meeting and is available for inspection at the Regis-

THIRTY EIGHTH ANNUAL GENERAL MEETING NOTICE

tered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

The Board recommends the Special resolution set out in Item No 9. of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.9 of the Notice.

Item No. 10

The Company in the ordinary course of its business and on arm's length basis enters in to transactions for sale, purchase and supply of services with related parties. Even though approval of the Shareholders would not be required under the provisions of the Companies Act, 2013 for transactions which are entered in the ordinary course of the Company's business and are at arm's length and transactions which are not material related party transactions as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a measure of good governance it has been considered appropriate to obtain enabling approval from shareholders for entering in to such transactions as detailed in the special resolution proposed at item No 10 of the Notice. The value of the transactions proposed which would be entered on arm's length basis, is based on the Company's estimated transaction value for the next five financial year commencing from 2018-2019. Your Directors recommend the resolution as at item no. 10 for your approval.

Except Shri K.L Bhatia, Shri Kapil Bhatia, Shri Neeraj Bhatia, Smt Mamta Bhatia & Smt Manju Bhatia none of the other Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise.

Item No.11

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from 1st April, 2019, no Listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Yashpal(DIN:00929185), aged 84 years, was appointed as Non-Executive Independent Directors of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV thereto and Rules

made there under, for a term of 5 (five) consecutive years with effect from September 30, 2014

Shri Yashpal is more than 75 years of age and accordingly his continuation as Non-Executive Independent Director with effect from 1st April, 2019 shall require approval of shareholders by way of special resolution. A brief justification for his continuation as Non-Executive Director on the Board of the Company with effect from 1st April, 2019 is as under:

Shri Yash Pal, aged 84 years is a Retired IAS Officer, settled in Kanpur. Also he has held the position of Vice-Chairman in KDA, Kanpur. Shri Yash Pal hails from Jalalpur Jatta in Gujarat district of Pakistan which was part of Punjab province before Independence. He completed his schooling from Auraiya. He scored a first division in high school inspite of all the language / partition /economic handicaps. Later he did his gradation and post graduation (English) from Allahabad university and was awarded with a gold medal. In 1961 he topped the PCS examination and brought pride to his family which had toiled hard in Auraiya to see him realise his dreams. Yashpal rose up to become an IAS Officer. He retired in the year 1992 but remained working in Labour court till 1999.

The Board of Directors is of the opinion that Shri Yashpal is a person of integrity, possess relevant expertise and vast experience and his association as Non-Executive Independent Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions.

Shri Yashpal fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declaration from Shri Yashpal that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations. Further he has also confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

Except Shri Yashpal, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

Registered Office :
25/4, Kalpi Road, Rania,
Kanpur Dehat-209 304
Dated : 14th August, 2018

By order of the Board
For Frontier Springs Limited
(DHRUV BHASIN)
Company Secretary



FRONTIER SPRINGS LIMITED

CIN : L17119UP1981PLC005212

Registered Office : Km 25/4, Kalpi Road, Rania, Kanpur Dehat-209 304

Tel: +91 (05111) 240212-13; Fax: +91(05111) 240214

Email: c.s@frontiersprings.co.in; Web: www.frontiersprings.co.in

ATTENDANCE FORM

Member(s) or his/her/their proxy (ies) is requested to present this form for admission, duly signed accordance with his/her/their specimen signature(s) registered with the Company.

Name : _____ Client ID : _____ No. of Shares : _____

Folio No. : _____ DPID No. : _____

I hereby record my presence at the 38th ANNUAL GENERAL MEETING of Frontier Springs Limited to be held on **Wednesday, 26TH September, 2018, at 12:30 p.m at Km 25/4, Kalpi Road, Rania, Kanpur Dehat-209304** or any adjournment thereof.

Please in the box.

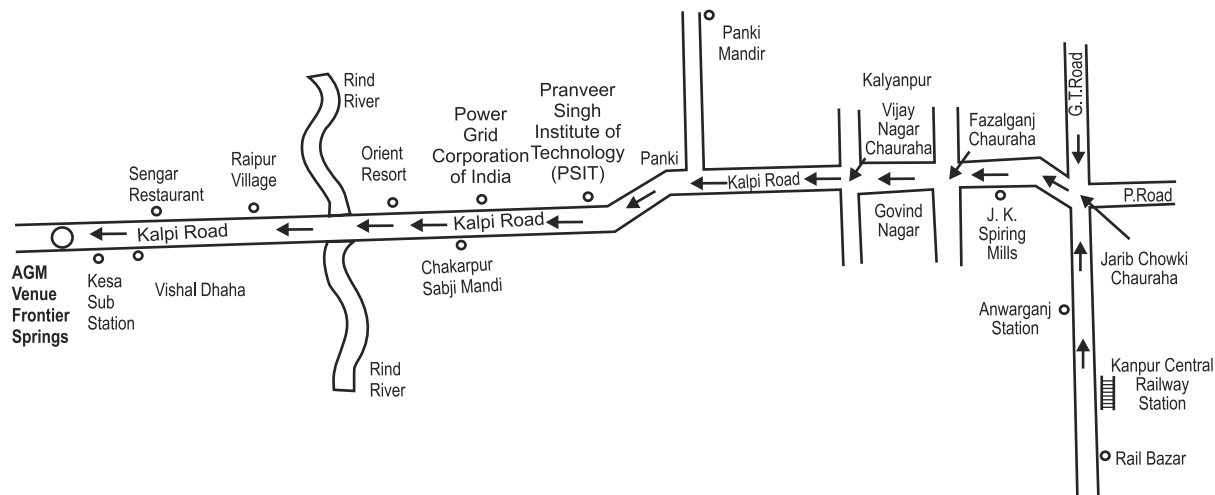
Member Proxy

Name of the Proxy in Block Letters	Member's Signature	Proxy's Signature

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THIRTY EIGHTH ANNUAL GENERAL MEETING NOTICE

ROUTE MAP Frontier Springs Ltd. AGM Venue Km 25/4, Kalpi Road, Rania Kanpur Dehat





FRONTIER SPRINGS LIMITED

CIN : L17119UP1981PLC005212

Registered Office : Km 25/4, Kalpi Road, Rania, Kanpur Dehat-209 304

Tel: +91 (05111) 240212-13; Fax: +91(05111) 240214

Email: c.s@frontiersprings.co.in; Web: www.frontiersprings.co.in

PROXY FORM-MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): _____

Registered address : _____

E-mail Id : _____

Folio No/ Client Id : _____

DP ID : _____

I/We, being the member (s) of _____ shares of the above mentioned company, hereby appoint

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____

or failing him/her

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____

or failing him/her

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____

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THIRTY EIGHTH ANNUAL GENERAL MEETING NOTICE

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **38th Annual General Meeting of the Company**, to be held on the **Wednesday, the 26th September, 2018, at 12:30 p.m at Km 25/4 Kalpi Road, Rania, Kanpur Dehat -209304** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements for the year ended March 31, 2018.		
2.	Re-appointment of Smt. Mamta Bhatia(DIN:03480368) as Director who retires by rotation.		
3.	Ratification of the appointment of M/S Sanjeevani Raizada & Co, as Statutory Auditors.		
4.	Approval of Remuneration payable to Shri K. L Bhatia (00581799) Chairman Cum Managing Director of the Company.		
5.	Approval of Remuneration payable to Shri Kapil Bhatia (00582337), Managing Director of the Company.		
6.	Approval of Remuneration payable to Shri Neeraj Bhatia (00582395), Whole Time Director of the Company.		
7.	Approval of Remuneration of Smt. Mamta Bhatia(03480368) as a Whole Time Director of the Company.		
8.	Re-appointment of Smt. Manju Bhatia(03480362) as a Whole Time Director of the Company.		
9.	Adoption of new set of Articles of Association.		
10.	To consider approval of Related Party Transactions.		
11.	Continuation of Appointment of Shri Yashpal(DIN:00929185) as Non Executive Director of the Company w.e.f 1st April, 2019.		

Signed this _____ Day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Re. 1/-
Revenue
Stamp

Notes : This form of proxy in order be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting