



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

CIN : L17119UP1981PLC005212

Email : c.s@frontiersprings.co.in • Tel. : 0512-2691207 • Fax : 0512-2691209

NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of FRONTIER SPRINGS LIMITED will be held on Tuesday, the 29th September, 2015 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 Financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Manju Bhatia (DIN: 03480362) 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 the appointment of M/s. Sanjay Nandini & Co., Chartered Accountants (Firm Registration No. 006941C) who were appointed as Auditors of the Company at the last Annual General Meeting of the Company held on 30th September, 2014 to hold office from the conclusion of that Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2017, be and is hereby ratified at such remuneration plus service tax and out of pocket expenses as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To re-appoint Shri K.L. Bhatia as 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 196, 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 the approval of such other authorities as may be necessary, consent of the Company be and is hereby accorded for re-appointment of Shri Kundan Lal Bhatia as Chairman cum Managing Director of the company for a period of five years w.e.f. 1st April, 2015 on the terms and conditions including remuneration which is hereby approved for a period of three years as under:-

SALARY : Rs. 1,50,000/- 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 and 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 Lacs) 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,

THIRTY FIFTH ANNUAL REPORT

subject to ceiling of Rs. 5,00,000/- (Rupees Five Lacs Only).

(vi) Education Allowances – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.

(vii) Club fee : Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.

(viii) Personal Accident Insurance: Premium not to exceed Rs.4000/- per annum.

PART-B

- (i) Contribution to (a) Provident Fund (b) Superannuation 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 encashed.

ADDITIONAL REMUNERATION

In addition to salary and perquisites as above, the Chairman cum Managing Director shall with the further approval of the Nomination & Remuneration Committee and Board of Directors be entitled to incentive based upon the performance of the company provided that the aggregate amount of remuneration by way of salary, perquisites and incentive as above shall be subject to ceiling of Rs. 42,00,000/- per annum (Rupees Forty Two Lacs) in accordance with maximum limit of remuneration as may be permitted under Section II of Part II of Schedule V to the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter,

vary or modify the terms and conditions including remuneration of Shri Kundan Lal Bhatia, Chairman cum Managing Director as it may deem proper from time to time, however, within the overall maximum limit laid down under Schedule V and other applicable provisions of the Companies Act, 2013."

MINIMUM REMUNERATION

"RESOLVED FURTHER THAT where in any financial year during the currency of tenure of appointment of Chairman cum Managing Director, the Company has no profit or its profit are inadequate, the remuneration by way of Salary, Perquisites and Incentive as above shall be paid to Shri Kundan Lal Bhatia, Chairman cum Managing Director as Minimum Remuneration subject to the maximum limit prescribed under Schedule V and other applicable provisions of the Companies Act, 2013 for the time being in force."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper and appropriate for giving effect to this resolution."

5. To re-appoint Shri Kapil Bhatia as 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 196, 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 the approval of such other authorities as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Shri Kapil Bhatia as Managing Director of the company for a period of five years w.e.f. 5th January, 2015 on the terms and conditions including remuneration which is hereby approved for a period of three years as under:-

SALARY : Rs. 1,25,000/- 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 and 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 200,000/-(Rupees Two Lacs) 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 500,000/-(Rupees Five Lacs Only).
- (vi) **Education Allowances** – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.
- (vii) **Club fee** : Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (viii) **Personal Accident Insurance** : Premium not to exceed Rs.4000/- per annum.

PART-B

- (i) Contribution to (a) Provident Fund (b) Superannuation 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 encashed.

ADDITIONAL REMUNERATION

In addition to salary and perquisites as above, the Managing Director shall with the further approval of the Remuneration & Nomination Committee and Board of Directors be entitled to incentive based upon the quarterly financial performance of the company provided that the aggregate amount of remuneration by way of salary, perquisites and incentive as above shall be subject to ceiling of Rs. 42,00,000/- per annum (Rupees Forty Two Lacs) in accordance with maximum limit of remuneration as may be permitted Section II (B) of Part II of Schedule V to the Companies Act,2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms and conditions including remuneration of Shri Kapil Bhatia, Managing Director as it may deem proper from time to time subject, however, within the overall maximum limit laid down under Schedule V and other applicable provisions of the Companies Act, 2013.”

MINIMUM REMUNERATION

“RESOLVED FURTHER THAT where in any financial year during the currency of tenure of appointment of Managing Director, the Company has no profit or its profit are inadequate, the remuneration by way of Salary, Perquisites and Incentive as above shall be paid to Shri Kapil Bhatia, Managing Director as Minimum Remuneration subject to the maximum limit prescribed under Schedule V and other applicable provisions of the Companies Act, 2013 for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper and appropriate for giving effect to this resolution.”

- 6. To re-appoint Shri Neeraj Bhatia as a 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 the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act,

THIRTY FIFTH ANNUAL REPORT

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 the approval of such other authorities as may be necessary, consent of the Company be and is hereby accorded for re-appointment of Shri Neeraj Bhatia as Whole Time Director of the company for a period of five years w.e.f. 1st April, 2015 on the terms and conditions including remuneration which is hereby approved for a period of three years as under:-

SALARY : Rs 1,25,000 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 and 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 20,000/-(Rupees Two Lacs) 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 Lacs Only).
- (vi) **Education Allowances** – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.

(vii) **Club fee:** Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.

(viii) **Personal Accident Insurance** : Premium not to exceed Rs.4,000/- per annum.

PART-B

- (i) Contribution to (a) Provident Fund (b) Superannuation 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 encashed.

ADDITIONAL REMUNERATION

In addition to salary and perquisites as above, the Whole Time Director shall with the further approval of the Remuneration & Nomination Committee and Board of Directors to incentive based upon the quarterly financial performance of the company provided that the aggregate amount of remuneration by way of salary, perquisites and incentive as above shall be subject to ceiling of Rs. 42,00,000/- per annum (Rupees Forty Two Lacs) in accordance with maximum limit of remuneration as may be permitted Section II (B) of Part II of Schedule V to the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms and conditions including remuneration of Shri Neeraj Bhatia, Whole-Time Director as it may deem proper from time to time subject, however, within the overall maximum limit laid down under Schedule V and other applicable provisions of the Companies Act, 2013.”

MINIMUM REMUNERATION

“RESOLVED FURTHER THAT where in any financial

year during the currency of tenure of appointment of Whole Time Director, the Company has no profit or its profit are inadequate, the remuneration by way of Salary, Perquisites and Incentive as above shall be paid to Shri Neeraj Bhatia, Whole Time Director as Minimum Remuneration subject to the maximum limit prescribed under Schedule V and other applicable provisions of the Companies Act, 2013 for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper and appropriate for giving effect to this resolution.”

7. To re-appoint Smt. Mamta Bhatia as a 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 the provisions of Sections 196 and 197 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 the approval of such other authorities as may be necessary, consent of the Company be and is hereby accorded for re-appointment of Smt. Mamta Bhatia as Whole Time Director of the company for a period of five years w.e.f. 14th May, 2014 on the terms and conditions including remuneration which is hereby approved for a period of three years as under:-

SALARY : Rs. 1,20,000/- 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 and 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 Lacs) 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 500,000/- (Rupees Five Lacs Only).
- (vi) **Education Allowances** – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.
- (vii) **Club fee** : Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (viii) **Personal Accident Insurance**: Premium not to exceed Rs.4000/- per annum.

PART-B

- (i) Contribution to (a) Provident Fund (b) Superannuation 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 encashed.

THIRTY FIFTH ANNUAL REPORT

ADDITIONAL REMUNERATION

In addition to salary and perquisites as above, the Whole Time Director shall with the further approval of the Remuneration & Nomination Committee and Board of Directors to incentive based upon the quarterly financial performance of the company provided that the aggregate amount of remuneration by way of salary, perquisites and incentive as above shall be subject to ceiling of Rs. 42,00,000/- per annum (Rupees Forty Two Lacs) in accordance with maximum limit of remuneration as may be permitted Section II (B) of Part II of Schedule V to the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms and conditions including remuneration of Smt.Mamta Bhatia, Whole-Time Director as it may deem proper from time to time subject, however, within the overall maximum limit laid down under Schedule V and other applicable provisions of the Companies Act, 2013.”

MINIMUM REMUNERATION

“RESOLVED FURTHER THAT where in any financial year during the currency of tenure of appointment of Whole Time Director, the Company has no profit or its profit are inadequate, the remuneration by way of Salary, Perquisites and Incentive as above shall be paid to Smt. Mamta Bhatia, Whole Time Director as Minimum Remuneration subject to the maximum limit prescribed under Schedule V and other applicable provisions of the Companies Act, 2013 for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper and appropriate for giving effect to this resolution.”

8. 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Listing Agreement entered into with the Stock Exchange (including any modification(s) or amendment(s) thereof from time to time by the Securities and Exchange Board of India and the Stock Exchange 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 2015 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.

S No	Name of Related party	Nature of Interest	Nature of Transaction	Annual Value of Transaction (in Rs.)
1.	M/s Frontier Alloy Steels Ltd	Director’s relative are Directors and shareholders of the M/s Frontier Alloy Steels Ltd	Purchase/Sale and Supply of Goods, Material and Services.	10,00,00000
2.	M/s Frontier Engineering Corporation	Director Wife is a partner in the firm	Job Work	60,00,000
3.	M/s Vishpa Rail Equipments Pvt. Ltd.	Director’s relative are Directors and shareholders of the M/s Vishpa Rail Equipments Pvt. Ltd.	Job work Paid	4,00,00000

“RESOLVED FURTHER THAT all the transactions with related parties entered in the past pending members’ approval be and are hereby confirmed and ratified.

“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.

9. To accept Deposits from Members 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 73 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to accept fixed deposits from the members of the Company up to the maximum permissible limits prescribed under the said Act and the Rules and within the overall borrowing limits of the Company as approved by the members from time to time.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to finalise the Scheme for acceptance of fixed deposits from the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such acceptance of deposits by the Company and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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, 2015 *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. 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. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 15.
3. 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.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).
9. 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 (hereinafter referred to as “RTA”).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.

THIRTY FIFTH ANNUAL REPORT

11. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company/ RTA.
12. 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.
13. 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 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.
15. 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 Clause 35B of the Listing Agreement, 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 Ms. Divya Saxena, (FCS-5639) Practicing Company Secretaries as Scrutinizer and Alternate Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated his 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. 22nd September, 2015.
- (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. 22nd September, 2015 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. 22nd September, 2015, may obtain the User ID and Password from the RTA of the company i.e Alankit Assignments Limited by mailing on rta@alankit.com
- (ix) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting
Saturday, 26th September 2015 9.00 AM Ist	Monday, 28th September 2015 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. 22nd September, 2015, 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. 29th September, 2015.
- (xii) Instructions and other information relating to remote e-voting:
 - (a) The e-voting facility can be availed by typing the link www.cdslindia.com in the internet browser.

- (b) Click on the “shareholders” tab.
- (c) 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.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) 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.
- (f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 8 digits of the sequence number in the PAN field. • In case the sequence 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. Eg. If your name is Ramesh Kumar with sequence no. 001 then enter RA000001 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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.

- (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 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

THIRTY FIFTH ANNUAL REPORT

- 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 22nd September, 2015 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 22nd September, 2015.
- (xiv) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers’ Report shall be placed on the website of the Company and CDSL and communicated to the BSE Ltd. within the prescribed period.
16. The details of Directors seeking appointment under Item Nos. 2,4,5,6 and 7 of the accompanying notice as required by clause 49 of the Listing Agreement entered in to with the Stock Exchange are given in the statement as hereunder :

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

Particulars	Shri K.L. Bhatia	Shri Kapil Bhatia	Shri Neeraj Bhatia	Smt Manju Bhatia	Smt. Mamta Bhatia
Date of Birth	07/08/1943	07/10/1965	20/06/1967	19/05/1970	27/09/1966
Date of Appointment on the Board	24/02/1981	03/01/1994	22/04/1991	14/11/2013	14/5/2011
Qualifications	Electrical Engineer	M.B.A	B.Com	B.A.	M.B.A.
Expertise in specific functional area	Over all Decision Making & Administration	Finance & Administration	Production & Marketing	Administration and Sales	Commercial/ Tax Laws
Chairman/ Director of other Companies	NIL	NIL	NIL	NIL	NIL
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	NIL	NIL	NIL
Shareholding of Director in the Company	332648 Equity shares	180074 Equity shares	124365 Equity shares	20380 Equity shares	38038 Equity shares

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 are 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.

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 have made significant contribution to the Company's growth and implementation of investment plans and business strategies. Their contribution has been valuable and in the opinion of the Board all the appointees have adequate experience and expertise to discharge their functional responsibilities. Their re-appointments as Managing Directors and Whole-time Directors of the Company was considered to be in the best interests of the Company accordingly the Board recommends the resolutions placed at item Nos. 4 to 7 for approval of members.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART II OF SCHEDULE V READ WITH RULE 7(2) (iv) 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 as it is in operation for 34 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, 2015	(Rs. in Lacs)
	Turnover 3633.91
	Profit /Net (Loss) 40.65
	Net worth (excluding Revaluation reserve) 2479.58
	Book Value per Equity Share (excluding revaluation reserve) 62.96
(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
Shri K.L. Bhatia	Age 73 years, having more than 45 years of Industrial experience.	150000/- p.m + perquisites + incentive subject to maximum limit of Rs. 29.00 lacs p.a.	150000/- p.m + perquisites + incentive subject to maximum limit of Rs. 42.00 lacs p.a.	Managerial The experience and past performance makes him most suitable for the position of Managing 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.

THIRTY FIFTH ANNUAL REPORT

Shri Kapil Bhatia	Age : 50 years, MBA, having Over 20 years of experience in Management & Finance.	125000/- p.m + perquisites + incentive subject to maximum limit of Rs. 29.00 lacs p.a	125000/- p.m + perquisites + incentive subject to maximum limit of Rs. 42.00 lacs p.a	Managerial The experience and past performance makes him most suitable for the position of Managing 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.
Shri Neeraj Bhatia	Age 48 years, Graduate having over 15 years of experience.	125000/- p.m + perquisites + incentive subject to maximum limit of Rs. 29.00 lacs p.a	125000/- p.m + perquisites + incentive subject to maximum limit of Rs. 42.00 lacs p.a	CFO The experience and past performance makes him 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.
Smt. Mamta Bhatia	Age 49 years, Graduate having 10 years of experience.	120000/- p.m + perquisites + incentive subject to maximum limit of Rs. 29.00 lacs p.a.	120000/- p.m + perquisites + incentive subject to maximum limit of Rs. 42.00 lacs p.a.	Managerial The experience and past performance makes him 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 Managerial Personnel 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 and operational performance of the Company.

III. OTHER INFORMATION:

(i) Reasons for Loss or inadequate Profits:

The Company has earned Net Profit of Rs. 40.65 lacs for the financial year ended 31st March, 2015 and the remuneration paid to appointees is within the ceiling limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013. The inadequacy in the Net Profits is mainly on account of general industrial slowdown, extremely competitive market conditions resulting in squeezed margins and sluggish demand from railways.

(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:

Shri K.L. Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia and Smt. Mamta Bhatia, as the Whole Time Directors have steered the Company successfully in all ups and downs and their contribution is reflected in sustained performance of the Company. The Company expects to improve its performance and achieve new milestones under the stewardship of Shri K.L. Bhatia as the Chairman cum Managing Director of the Company and other appointees.

(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 resolutions concerning their respective appointments. 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. 8

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 in the ordinary course of the Company's business and are at arm's length , in terms of the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, all existing material related party contracts or arrangements require approval of the Shareholders in the first General Meeting subsequent to October, 2014. It has therefore been considered necessary to obtain enabling approval from shareholders for entering in to such transactions as detailed in the special resolution proposed at item No 8 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 years commencing from 1st April, 2015. Your Directors recommend the resolution as at item no. 8 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.9

The Company had floated a 'Fixed Deposit Scheme' pursuant to the provisions of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 and has accepted / renewed unsecured deposits privately. Vide Notification dated 26th March, 2014, the Ministry of Corporate Affairs ("MCA") notified Sections 73, 74(1) and 76 of the Companies Act, 2013 ("the Act") relating to the acceptance of Deposits by Companies from its members and from Public, to take effect from 1st April, 2014. The Companies (Acceptance of Deposits) Rules, 2014 ("the Rules") also came into force on 1st April, 2014.

The Board of Directors at its Meeting held on 14th August, 2015 has in-principle approved and recommended the acceptance of Fixed Deposits from members pursuant to Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force as one of the modes to meet the ongoing fund requirements of the Company. The funds to be borrowed through Fixed Deposit Scheme would be within the maximum prescribed limit laid down under Section 73 of the Act and the rules framed there under and the overall borrowing powers approved by the members of the Company. It is proposed to authorize the Board or a Committee thereof to finalise the terms of 'Fixed Deposit Scheme' and to do such acts and deeds as may be necessary or incidental thereto.

In compliance with the provisions of Section 73 of the Companies Act, 2013 read Companies (Acceptance of Deposits) Rules, 2014, approval of the Members by way of the Special Resolution is being sought. The Board recommends the Special Resolution as set out at Item No.9 of the Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of any Fixed Deposits that may be accepted from them or their relatives or entities in which they are directly or indirectly interested.

Registered Office:
Km 25/4, Kalpi Road, Rania,
Kanpur Dehat-209304
Date: 14th August, 2015

By Order of the Board
For FRONTIER SPRINGS LIMITED
(DHRUV BHASIN)
Company secretary



FRONTIER SPRINGS LIMITED

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

CIN : L17119UP1981PLC005212

Email : c.s@frontiersprings.co.in • Tel. : 0512-2691207 • Fax : 0512-2691209

ATTENDANCE SLIP

35th ANNUAL GENERAL MEETING SEPTEMBER 29, 2015

No. of Share	Folio/DP/Clint No.	S. No.

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company at KM 25/4, Kalpi Road, Rania, Kanpur Dehat-209304 on Tuesday, September 29, 2015, at 12:30 PM.

.....
Member's Folio/DP.ID-Clint ID No. Name of the member / proxy Signature of the member / proxy
(in BLOCK letters)

Note: 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

REMOTE E - - VOTING PARTICULARS

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instruction given at Note Nos 15 of the Notice of the 35th Annual General Meeting carefully before voting electronically.

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FRONTIER SPRINGS LIMITED

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

CIN : L17119UP1981PLC005212

Email : c.s@frontiersprings.co.in • Tel. : 0512-2691207 • Fax : 0512-2691209

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 named 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 FIFTH ANNUAL REPORT

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on the Tuesday, the 29th September, 2015, 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.	To receive, consider and adopt the financial statement, Report of Board of Directors and Auditors of the Company for the year ended March, 2015.(Ordinary Resolution)		
2.	To appoint a Director in place of Smt Manju Bhatia, retiring by rotation.(Ordinary Resolution)		
3.	To ratify the appointment of Statutory Auditors(ordinary Resolution)		
4.	To Re-appoint Shri K.L Bhatia as Chairman Cum Managing Director (Special Resolution)		
5.	To Re-appoint Shri Kapil Bhatia as Managing Director(Special Resolution)		
6.	To Re-appoint Shri Neeraj Bhatia as Whole Time Director (Special Resolution)		
7.	To Re-appoint Smt. Mamta Bhatia as Whole Time Director(Special Resolution)		
8.	To Approval of Related Party Transactions (Special Resolution)		
9.	To Accept Deposits from Members(Special Resolution)		

Signed this _____ Day of _____ 2015

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Re. 1/-
Revenue
Stamp

Notes: Note: 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