



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

CIN : L17119UP1981PLC005212

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

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

NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the members of **FRONTIER SPRINGS LIMITED** will be held on Friday, the 30th September, 2016 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 businesses:

1. To consider and adopt the audited Financial Statement of the Company for the year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Shri Neeraj Bhatia (DIN: 00582395) who retires by rotation and being eligible, offers himself 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 Thirty Fourth 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 from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company 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 consider and determine the fees for delivery of any document through a particular mode of delivery to a member 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 Section 20 and other applicable provisions, if any of the Companies Act, 2013 and relevant rules prescribed thereunder, upon receipt of a request from a member for delivery

of any document through a particular mode an amount of Rs, 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance”

5. 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, Regulation 23 of the 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 as may be necessary, 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 as per the details given hereunder and on such terms and conditions as may be agreed to by the Board of Directors of the Company, provided however that such transactions shall at all times be on arm's length basis:

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S. No.	Name of Related party	Nature of Interest	Nature of Transaction	Value of Transaction (in Rs.)
1.	NWFP Equipments Private Limited	Shri K. L. Bhatia, Chairman and Managing Director of the Company is Promoter Shareholder and Director of NWFP Equipments Private Limited.	Sale of Leasehold Land and Building Admeasuring 4180 Sq. Mts. Situated at E-14, Panki Industrial Area, Kanpur-208 022.	As per Valuer's Report
2.	M/s Frontier Industries	Shri K. L. Bhatia, Chairman and Managing Director of the Company is Partner in Frontier Industry.	Purchase of Land admeasuring 0.625 hectares (6250 Sq. Mts.) Situated at Bisayakpur, Kanpur Dehat	As per Valuer's Report

“**RESOLVED FURTHER THAT** the Board of Directors of the Company 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 and the matters incidental, consequential and connected therewith.”

Registered Office : By order of the Board
25/4, Kalpi Road, Rania, For Frontier Springs Limited
Kanpur Dehat-209 304 (DHRUV BHASIN)
Dated : 13th August, 2016 Company Secretary

NOTES:

- 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.

- 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.

- 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.
- 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.
- Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24th September, 2016 to Thursday, 30th September, 2016 (both days inclusive).
- 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”).
- 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.

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 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. 23rd September, 2016.
- (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. 23rd September, 2016 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. 23rd September, 2016, 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
Tuesday, 27th September, 2016, 9.00 A.M. IST
End of Remote e-voting
Thursday, 29th September, 2016, 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. 23rd September, 2016, 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. 30th September, 2016.

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(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*	<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 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 Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the

	<p>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>
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- (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 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 23rd September, 2016 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 23rd September, 2016.

(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 on the website of the Company and CDSL and communicated to the BSE Ltd. within the prescribed period.

16. 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	Shri Neeraj Bhatia
Date of Birth	20/06/1967
Date of Appointment on the Board	22/04/1991
Qualifications	B.Com
Expertise in specific functional area	Production & Marketing
Chairman/ Director of other Companies	NIL
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL
Shareholding of Director in the Company	124365 Equity shares

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

Item No. 4

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered Post or by Speed Post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting; the Directors accordingly commend the Ordinary resolution at item No.4 of the accompanying notice, for approval of the members of the Company

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5

With a view to integrate and centralize the Company's operations, the Company proposes to enter in to the transactions for purchase and sale of land and building with related parties on arm's length basis with related parties. Even though such transactions are proposed at arm's length basis, as a matter of abundant precaution and good Corporate Governance practice, it has been considered necessary to obtain approval from shareholders in terms of the provisions of Section 188 and Regulation 23 of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for entering in to such transactions as detailed in the special resolution proposed at item No 5 of the Notice. The Board considers that entering in to such transactions is in the best interests of the Company and recommends the resolution 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.

Registered Office:
Km 25/4, Kalpi Road, Rania,
Kanpur Dehat-209304
Date: 13th August, 2016

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

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

