



**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 Fortieth Annual General Meeting (AGM) of the members of **FRONTIER SPRINGS LIMITED** ("the Company") will be held on Wednesday, the 30<sup>th</sup> September, 2020 at 12:30 P.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon.
- 2) To declare Dividend on Equity shares of the Company for the financial year 2019-20.
- 3) To appoint a Director in place of Shri Neeraj Bhatia (DIN:00582395) who retires by rotation and being eligible, offers himself for re-appointment.

### **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 for a period of five years w.e.f. 1<sup>st</sup> April, 2020 on the terms and conditions including remuneration which are 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 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 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. Including reimbursement of travelling expenses of the family accompanying the Chairman Cum Managing Director on any official trip.
- (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.

## FORTIETH ANNUAL GENERAL MEETING NOTICE

### PART-B

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

### 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 a 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 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 reappointment of Shri Kapil Bhatia, as Managing Director for a period of five years w.e.f. 5<sup>th</sup> January, 2020 on the terms and conditions including remuneration which are hereby approved for a period of three years as under:-

**SALARY** : Rs 7,00,000/- (Rupees Seven 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. Including reimbursement of travelling expenses of the family accompanying the Managing Director on any official trip.
- (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) **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 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 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 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:**

## FORTIETH ANNUAL GENERAL MEETING NOTICE

“**RESOLVED THAT** pursuant to provisions of Section 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 such approvals 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 with effect from 1<sup>st</sup> April, 2020 on the terms and conditions including remuneration which are is hereby approved for a period of three years as under:-

**SALARY** : Rs 7,00,000/- (Rupees Seven 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. Including reimbursement of travelling expenses of the family accompanying the Director on any official trip.
- (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) **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 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 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 appoint Shri Keshao P Somkuwar (DIN:08712772) as an Independent 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 an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Pursuant to Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, Shri Keshao P Somkuwar (DIN: 08712772), who has appointed as an Additional Director (Independent) by the Board of Directors with effect from 8th February 2020, in terms of Section 161 of the Act read with the Articles of Association of the Company and who holds the office upto the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive

years, with effect from 8th February 2020, not liable to retire by rotation.”

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

8. To ratify the remuneration of the Cost Auditors in respect of Company’s product ‘Steel’, for the financial year ending 31st March, 2021 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 148(3) 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 remuneration payable to M/s. R. M. Bansal & Co., Cost Accountants (having Firm Registration No. 000022), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the Cost Records of the Company in respect of its product ‘Steel’ for the financial year ending 31st March, 2021 amounting to Rs. 50,000/- (Rupees Fifty Thousand only) per year, plus taxes as applicable and re-imbursalment of actual travel/ conveyance and out of-pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.

*Registered Office :*  
KM 25/4, Kalpi Road, Rania,  
Kanpur Dehat-209304  
Dated : 05<sup>th</sup> September, 2020

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

**NOTES:**

1. Pursuant to the General Circular Nos 20/2020 Dt. 05.05.2020, 14/2020 Dt.08.04.2020., 17/2020 Dt.13.04.2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO /CFD/ CMD1/CIR/P/2020/79 Dt.12.05.2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

## FORTIETH ANNUAL GENERAL MEETING NOTICE

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
4. A statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses under Item Nos. 4 to 8 as set out above is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 23<sup>rd</sup> September 2020 to Wednesday 30<sup>th</sup> September, 2020 (both days inclusive) for the purpose of dividend .
6. Institutional /Corporate Shareholders (i.e other than Individuals/HUF/NRI etc) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent via registered email of the shareholder to e-mail of the Company c.s@frontiersprings.co.in.
7. The Members can join the AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be available on first come first serve basis.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12,2020,Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.frontiersprings.co.in](http://www.frontiersprings.co.in), website of the Stock Exchange [www.bseindia.com](http://www.bseindia.com) and on the website of the CDSL <https://www.evotingindia.com>.
9. In case of joint holders,the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and update about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilise the ECS for receiving dividends. Please refer point number 21 for the process to be followed for updating bank account mandate.
11. Dividend for the financial year ended March 31,2019 and thereafter which remains unclaimed for seven years will be transferred by the Company to Investor Education and Protection Fund established by the Central Government.
12. The Dividend on Equity Shares, as recommended by Board of Directors, subject to provisions of Section 126 of the Companies Act,2013, if approved by the Members at the Annual General Meeting will be paid to those members :
  - (a) whose name appears as "Beneficial Owners" as at the end of the business hours on 22<sup>nd</sup> September, 2020 in the list of Beneficial Owners to be furnished by National Depository Securities Limited and Central Depository Services (India) Limited, in respect of Equity Shares held in dematerialised form; and
  - (b) Whose names appear on the Company's Register of Members after giving effect to valid share transfer lodged with the Company/its Registrar and Share Transfer Agent at the end of business hours on 22<sup>nd</sup> September, 2020 in respect of shares held in physical form.
13. Members may note that the Income Tax Act, 1961,("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN  
7.5% or as notified by the Government of India

Members not having PAN/valid PAN  
20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs 5000 and also in cases where

members provide Form 15G/15H( applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders , taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following :

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

14. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be

transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

15. The remote e-voting facility will be available during the following period:

Commencement of Remote e-voting  
**Sunday, 27th September, 2020, 9.00 A.M. IST**

End of Remote e-voting  
**Tuesday, 29th September , 2020, 5.00 P.M. IST**

The e-voting period commences on Sunday, 27<sup>th</sup> September, 2020 (9:00 A.M. IST) and ends on Tuesday, 29<sup>th</sup> September, 2020 (5:00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 23<sup>rd</sup> September, 2020 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 23<sup>rd</sup> September, 2020.

16. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Securities Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board 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.

17. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their on the resolutions through e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

## FORTIETH ANNUAL GENERAL MEETING NOTICE

18. Any person who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the Login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User Id and password for casting the vote.
19. 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.
20. The equity shares of the Company are compulsorily tradable in demat form. The equity shares have been assigned ISIN INE572D1014.

In accordance with the proviso to Regulation 40(1) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations 2015 effective from April 1, 2019, transfer of shares of the company shall not

be processed (except in cases of transmission or transposition of shares) unless the shares are held in dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

21. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Alankit Assignments Limited at [lalitap@alankit.com](mailto:lalitap@alankit.com) to receive copies of the Annual Report 2019-20 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, Alankit Assignments Limited at <a href="mailto:lalitap@alankit.com">lalitap@alankit.com</a> providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.	Send a request to the RTA of the Company, Alankit Assignments Limited at <a href="mailto:lalitap@alankit.com">lalitap@alankit.com</a> providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details. The following additional details need to be provided in case of updating bank account details : <ul style="list-style-type: none"> <li>• Name and branch of the bank in which you wish to receive the dividend,</li> <li>• the bank account type,</li> <li>• Bank account number allotted by their banks after implementation of core banking solutions</li> <li>• 9 digit MICR Code Number</li> <li>• 11 digit IFSC</li> <li>• a scanned copy of the cancelled cheque bearing the name of the first member.</li> </ul>
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

22. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
23. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> 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**
24. 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.
25. Voting through electronic means-Detailed Instructions are given separately.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM ,first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make not later than 48 hours from the conclusion of the AGM a consolidated Scrutinizers Report of the total votes cast in favour or against , to the Chairman of the Company ('the Chairman') or to any other person authorized by him, who shall countersign the same. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, CDSL, and RTA and will also be displayed on the Company's website, [www.frontiersprings.co.in](http://www.frontiersprings.co.in)
27. The recorded transcript of the forthcoming AGM on September 30,2020 shall also be made available on the website of the Company at [www.frontiersprings.co.in](http://www.frontiersprings.co.in) ,as soon as possible after the meeting is over.
28. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

***Continued.....***

## FORTIETH ANNUAL GENERAL MEETING NOTICE

### ANNEXURE TO NOTICE

#### BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT/CONTINUANCE OF APPOINTMENT

Particulars	Shri K. L. Bhatia	Shri Kapil Bhatia	Shri Neeraj Bhatia	Shri Keshao P Somkumar
Date of Birth	07/08/1943	07/10/1965	22/06/1967	30/08/1958
Date of first Appointment on the Board	24/02/1981	03/01/1994	22/04/1991	08/02/2020
Qualifications	Electrical Engineer	M.B.A.	B. Com.	B.E. (Mechanical)) M.S. (Design)
Expertise in specific functional area	Over all Decision Making and Administration	Finance & Administration	Production & Marketing	Quality Control, Material Science, Product Maintainece Sustainability.
Terms and conditions of re-appointment	As per Company's	Nomination &	Remuneration	Policy
Remuneration Last Drawn	As Mentioned in the	Corporate	Goverance	Report
Other Directorships	3	NIL	NIL	NIL
Chairman/ Member of Committee of the Board of other Companies of which he/she is a Director	NIL	NIL	NIL	NIL
Shareholding in Frontier Springs Ltd. as on 31st March, 2020	2,38,500 Equity shares	6,08,139 Equity shares	5,52,430 Equity shares	NIL
Relationship with other directors and KMP's of the Company	As mentioned in the Corporate Goverance Report (forming part of Annual Report 2019-20)	As mentioned in the Corporate Goverance Report (forming part of Annual Report 2019-20)	As mentioned in the Corporate Goverance Report (forming part of Annual Report 2019-20)	As mentioned in the Corporate Goverance Report (forming part of Annual Report 2019-20)
No.of Board Meetings attended during the financial year 2019-20	4 (For details	4 please refer	4 to the	1 Corporate Goverance Report

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**
**Item Nos. 4 to 6**

The Board of Directors of the Company upon the recommendations of the Nomination & Remuneration Committee, re-appointed Shri Kundan Lal Bhatia, Chairman Cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia as a Whole Time Director of the Company for a further period of five years with effect from 1<sup>st</sup> April, 2020, 5<sup>th</sup> January 2020, 1<sup>st</sup> April 2020 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,

Whole Time Director 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-appointment as Managing Directors and Whole Time Director of the Company was considered to be in the best interests of the Company. Shri K.L Bhatia has attained the age of seventy years, therefore, as per the provisions of Section 196 of the Companies Act, 2013, it is intended to seek approval of the members by way of special resolution, for his re-appointment as Chairman Cum Managing Director of the company.

The Board recommends the resolutions placed at item Nos. 4 to 6 of the Notice for approval of members.

**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 38 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 31 <sup>st</sup> March, 2020	Particulars	(Rs. in Lacs)
	Turnover	10077.73
	Profit /Net (Loss)	1404.06
	Net worth (excluding Revaluation reserve)	5132.39
	Book Value per Equity Share (excluding revaluation reserve)	130.32
(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 77 years, Electrical Engineer having more than 49 years of experience.	150000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act, 2013	150000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act, 2013	Managerial The experience and past performance makes him most suitable for the position of Chairman –Cum Managing Director of the Company.	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.

## FORTIETH ANNUAL GENERAL MEETING NOTICE

Name	Background details/ recognition awards	Past Remuneration	Proposed Remuneration	Job Profile and his suitability	Comparative Remuneration	Pecuniary and other relationship with managerial personnel
Shri Kapil Bhatia	Age 55 years, MBA having more than 27 years of experience in Management and Finance	700000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act, 2013	700000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act, 2013	Managerial The experience and past performance makes him most suitable for the position of Managing Director of the Company.	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 53 years, B.Com having more than 25 years of experience in Marketing and Finance	700000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act, 2013	700000/- p.m + perquisites + incentive subject to maximum limits as specified under Companies Act, 2013	Managerial The experience and past performance makes him most suitable for the position of Whole-Time Director of the Company.	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. 1404.06 lacs for the financial year ended 31<sup>st</sup> March, 2020 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. 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 and Shri Neeraj Bhatia, Whole Time Director have together with other Directors 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 and Shri Neeraj Bhatia, Whole Time Director 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 along with 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.7**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Shri Keshao P Somkuwar (DIN: 08712772) as an Additional Director (Independent) with effect from 8<sup>th</sup> February, 2020 to hold office for a period of five consecutive years with effect from 8<sup>th</sup> February, 2020, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ('AGM'). As an Additional Director. Shri Keshao P Somkuwar holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a Notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Shri Keshao P Somkuwar as a Director of the Company. Shri Keshao P Somkuwar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director of the Company. The Company has also received a Declaration from Shri Keshao P Somkuwar confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Shri Keshao P Somkuwar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the Management. Considering his vast experience, his presence on the Board will be of immense value to the Company. Shri Keshao P Somkuwar is B.E (Mechanical) and MS (Design). He has vast experience in Diesel Sheds. He has rendered his services at DME(D) and Sr. DME(Diesel) at Jhansi and Itarsi diesel sheds.

None of the Directors, Key Managerial Personnel and their relatives except Shri Keshao P Somkuwar himself, is concerned or interested financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution as set out in Item No. 7 of this Notice for your approval.

**Item No. 8**

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

The Board of Directors has approved a remuneration of Rs. 50,000 to be paid to the Cost Auditors M/s. R. M. Bansal & Co.

Accordingly, consent of the shareholders is sought for passing Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders. 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 Ordinary Resolution set out at Item No. 8 of the Notice.

*Registered Office :*  
KM 25/4, Kalpi Road, Rania,  
Kanpur Dehat-209304  
Dated : 05<sup>th</sup> September, 2020

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

## FORTIETH ANNUAL GENERAL MEETING NOTICE

### A. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Sunday, September 27, 2020 from 9:00 A.M and ends on Tuesday, September 29, 2020 at 5:00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. Or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusing yourlogin credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
<b>PAN*</b>	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the</li> </ul>

	sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "**SUBMIT**" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **Frontier Springs Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [viz;c.s@frontiersprings.co.in](mailto:viz;c.s@frontiersprings.co.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxi) Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the Cut-off Date i.e September 23,2020 may follow the instructions as mentioned above for e-voting.

xxii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut off date i.e September 23,2020

xxiii) The Board of Directors appointed Shri Shri S.K Gupta, Practising Company Secretaries (FCS No. 2589) to scrutinize the evoting process in a fair and transparent manner.

xxiv) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.frontiersprings.co.in](http://www.frontiersprings.co.in) and on the website of CDSL e-voting and simultaneously communicated to Stock Exchanges.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [c.s@frontiersprings.co.in](mailto:c.s@frontiersprings.co.in) and RTA at [rta@alankit.com](mailto:rta@alankit.com)
2. For Demat shareholders , please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company at [c.s@frontiersprings.co.in](mailto:c.s@frontiersprings.co.in) and RTA at [rta@alankit.com](mailto:rta@alankit.com)

**B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

## FORTIETH ANNUAL GENERAL MEETING NOTICE

2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at [c.s@frontiersprings.co.in](mailto:c.s@frontiersprings.co.in) from September 27,2020(9:00 A.M IST) to September 29,2020(5:00 P.M IST). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
6. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered e-mail id mentioning their name, demat account number/folio number, email id, mobile number at [c.s@frontiersprings.co.in](mailto:c.s@frontiersprings.co.in). These queries will be replied to by the company suitably by email.

### C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned

above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.