



CIN: L17119UP1981PLC005212

Regd. Office: E-14, Panki Industrial Area, Site-1 Kanpur-208 022

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Website : www.frontiersprings.co.in

## **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") together with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") including any statutory modification or re-enactment thereof for the time being in force that, the resolutions appended below are proposed to be passed by way of Postal Ballot/e-Voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning the proposed resolutions and the reasons thereof are annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed. The Company has appointed Mr. S. K. Gupta and Ms. Divya Saxena, Practicing Company Secretaries, as Scrutinizer and Alternate Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed business reply envelope so as to reach the Scrutinizer before the closing of working hours (18:00 hrs.) on Wednesday, 18th March, 2015. Please note that any Postal Ballot Form(s) received after the said date will be strictly treated as if no reply has been received from the Shareholder. No other form or photocopy thereof is permitted.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate to all its Shareholders to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility to its Shareholders. It may be noted that e-voting is optional. In case a Shareholder has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Shareholder votes through e-voting facility as well as sends his/her vote through physical ballot paper, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. For e-voting facility please refer the instructions for e-voting given in the notes and e-voting form.

The Scrutinizer will submit his Report to the Chairman after the completion of the scrutiny of Postal Ballots (including e-voting) on or before Saturday, 21<sup>st</sup> March, 2015. The Chairman or in his absence any other person authorized by him in this regard of the Company will announce the results on Monday, 23<sup>rd</sup> March, 2015. The said results would be displayed on the website of the Company i.e. [www.frontiersprings.co.in](http://www.frontiersprings.co.in) and shall be intimated to the Stock Exchanges where the Shares of the Company are listed.

### **1. To alter the Objects Clause of the Memorandum of Association of the Company**

**To consider, and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and such other Rules and Regulations as may be applicable and subject to the necessary approvals, sanctions or consents as may be required in this regard from appropriate Authorities and subject to such terms and conditions as may be imposed by any such authority, the consent of the Company be and is hereby accorded to alteration in Objects Clause of the Memorandum of Association of the Company as under :

- (i) That in the heading of Clause III.(A) the words "Main objects to be pursued by the Company on its incorporation are" be deleted and substituted by the words "The objects to be pursued by the Company on its incorporation are".
- (ii) That the Clause III (A) Objects Clause of the Memorandum of Association of the Company be and is hereby extended by addition of the following sub-clauses (2) to (8) immediately after the existing sub-clause (1):
  2. To carry on in India or elsewhere the business as manufacturer, processor, roller, re-roller, electroplaters, fabricators, converters, galvanizers, job workers, exporters, importers, buyers, sellers, traders and to act as agent, broker, contractor, supplier, engineer, vendor, stockiest, distributor or otherwise to deal in all shapes, sizes, gauges, thickness, specifications, descriptions, dimensions, strengths and varieties, applications and sets of electroplated, galvanized, colour coated or uncoated, plain, corrugated or other forms of sheets, tiles, coils or strips made of all sorts of iron, steel or of alloy steel by hot rolled or cold rolled process.
  3. To carry on in India or elsewhere the business to manufacture, produce, process, press, hammer, cut, slit, trim, design, edge, grind, mill, machine and to act as agent, broker, importer, exporter, buyer, seller, trader, foundry man, consultant, engineer, metallurgist, stockiest, distributor, job worker, vendor or otherwise to deal in all shapes, sizes, descriptions, specifications, capacities and varieties of forging items of iron, steels and their alloys used in automobiles, railways, waterworks, defence, power plants, oil wells, mines, agriculture, public utilities, constructions, transmissions and for other commercial, domestic and industrial purposes.
  4. To carry on in India or elsewhere the business of manufacturing, producing, altering, converting, processing, treating, improving, manipulating, extruding, milling, slitting, cutting, casting, forging, rolling and re-rolling of all shapes, sizes, varieties, specifications, dimensions, descriptions and strength of iron and steel products including bars, rods, structures, profiles, pipes, sheets, H.R. coils C.R. coils, castings, wires, rolling metals, girders, channels, angles, rolls, ingots, flats, slabs, torsteels, bright bars, shaftings, beams, rounds, squares, hexagons, octagons, foils, joints, deformed bars, C/Z purlins, steel gutters, ridge caps their products, by-products and other allied materials, goods, articles and things made of all grades of iron and steels including mild steel, carbon steel, stainless steel, electrical steel, alloy steel, special steel or any combination thereof with any other ferrous or non-ferrous materials and to act as agent, brokers, distributor, stockiest, importer, exporter, buyer, seller, job worker, convertor, consultant, supplier, vendor etc.
  5. To carry on in India or elsewhere the business of real estate, colonizers, Site Developers, Builders, Contractors, Promoters and Developers and to build townships, acquire, lease, develop, construct, erect, alter, buy, sell any moveable or immovable property including land, real estate, multi-storied buildings, sheds, dwelling offices, shops, stores, public utility building, residential and commercial complexes, multiplexes, shopping malls, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds and infrastructure including roads, ways, highways, tramways, dams, flyovers, bridges, airports, docks, ports, jetties, Special Economic Zones, Software Technology Parks, piers, wharves, canals, reservoirs, drainage, aqueducts and to carry on the business of constructional Engineers, Technical Service providers, Brokers, Agents, Interior Decorators, Consultants, Advisors, Supervisors, Administrators, Contractor, Sub-Contractor, Turnkey Contractor and Manager of all types of construction and developmental work of real estate and infrastructure, moveable and immovable properties.

6. To carry on and engage in the business at its own or in association with any Indian or foreign agency, individuals, firm, Company either in India or abroad and to act as franchise agent for information technology development, upgradation, manufacturing, processing and upgradation of hardware, software, web-site, web-page, internet, e-mail, online electronic communication systems, data processing, developing, producing, generating, manufacturing and dealing in all types of the computer hard wares, softwares, computer stationery and to run and operate the computer hardware and software training institute for the training of the Computer operations, development, up gradation of softwares, Training of SAP packages, ERP packages, accounting and other packages and programming in India and abroad.
  7. To establish and carry on in India or elsewhere the business to run, manage, own, lease, build hotels, restaurants, cafes, taverns, rest houses, tea and coffee houses, beer houses, bars, flight carriers, lodging house keepers, refreshment rooms, night clubs, cabaret, swimming pools, Turkish baths, lodges, apartments, housekeeper, licensed victuallere, discotheque, banquet halls, dressing rooms, laundries, hair dresser shops, stores, libraries, writing and newspaper rooms, places of amusement, recreations, art galleries, sports, entertainment, health clubs, travelling agencies, motorcabs, theatrical and opera box offices, cinemas and to prepare, produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non vegetarian foods, beverages, wines, waters, purveyors, cigarettes, tobaccos, soft drinks, ice creams, juices and other allied goods, materials, substances, consumables and preparations connected thereto.
  8. To carry on the business of broadcasting, telecasting, relaying, transmitting or distributing in any manner in India or abroad, any audio, video or other programmes or software for television, radio, mobile, internet or any other media through including but not limited to terrestrial satellite, cable, direct to home, internet or interactive television network, to market and sell advertising air-time for the purpose of broadcasting on television satellite, cable and other network, radio and other media (whether now or hereafter devised), house theatres and other such places and facilities of whatsoever in nature and to produce, develop, expose, edit, exhibit, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export cine films, TV serials, advertising films, telefilms, documentary films, radio programmes etc and to act as agent, broker, distributor, proprietor, owners of copy rights, audio rights, theaters, cinema halls, dubbing rights, cinema studio and film processing labs owners and to erect, purchase, hire or lease, or otherwise acquire and maintain the necessary studio or studios, theatres, picture houses for the purpose of the Company and to buy, take on hire and otherwise acquire all or any machinery, cameras, instruments, apparatus, chemical and other necessary materials for sets, decorations or ornaments furniture and fixtures and other articles and things as deemed necessary in connection with the business of the Company."
- (iii) That in the heading of Clause III.(B) the words "Objects incidental or ancillary to the attainment of main objects are" be deleted and substituted by the words "Matters which are necessary for furtherance of the objects specified in Clause III(A) are".
- (iv) That Clause III (C) containing Other objects be deleted.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to take all necessary steps and to accept any modification(s) / condition(s) as may be stipulated by the Registrar of Companies or any other authority while granting approval and/or registering the altered objects and to do all acts, deeds, matters and things as may be necessary and to settle all questions and matters arising with respect to the above matter for giving effect to the above resolution and matters incidental and consequential thereto".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to undertake and commence all or any of the business as specified in newly introduced sub-clauses (2) to (8) of the Objects Clause III(A) of the Memorandum of Association of the Company upon the same becoming effective as and when deemed fit and considered most appropriate by the Board of Directors of the Company and all the acts and deeds of the Board of Directors in connection with the above be and are hereby confirmed, approved and ratified".

## **2. To alter the Memorandum of Association of the Company**

**To consider, and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other Rules and Regulations as may be applicable and subject to the necessary approvals, sanctions or consents as may be required in this regard from appropriate Authorities and subject to such terms and conditions as may be imposed by any such authority, the consent of the Company be and is hereby accorded to alteration in the Memorandum of Association of the Company as under :

- (i) That the words "The Companies Act, 1956" wherever appearing in the Memorandum of Association of the Company be deleted and substituted by the words "The Companies Act, 2013".
- (ii) That the existing liability Clause IV of the Memorandum of Association of the Company be deleted and substituted by the following:
  - IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to do all acts, deeds, matters and things as may be necessary and to settle all questions, doubts and difficulties arising with respect to the above matter for giving effect to the above resolution and matters incidental and consequential thereto".

## **3. Shifting of Registered office of the Company outside the local limits of Kanpur to Kanpur Dehat within the State of Uttar Pradesh**

**To consider, and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other Rules and Regulations as may be applicable and subject to the necessary approvals, sanctions or consents as may be required in this regard from appropriate Authorities, consent of the Company be and is hereby accorded for shifting of Registered office of the Company from E-14, Panki Industrial Area, Site -1, Kanpur-208022 (U.P.) to 25/4, Kalpi Road, Rania, Kanpur Dehat - 209304 (U.P.) in such manner and with effect from such date as the Board of Directors of the Company may think fit in the best interest of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to locate the Registered Office at the new address as above and at such other place as it may decide from time to time within the municipal limits of Kanpur Dehat and to take all necessary steps and to complete all necessary formalities to implement this resolution including the filing of requisite forms and returns with the Registrar of Companies and the matters incidental, consequential and connected therewith."

By order of the Board

For FRONTIER SPRINGS LIMITED

Place : Kanpur

(DHRUV BHASIN)

Date : 2<sup>nd</sup> February, 2015

COMPANY SECRETARY

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of resolutions set out at item Nos. 1 to 3 of the notice is annexed hereto.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear in the Register of Shareholders/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on Friday, 30th January, 2015
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Shareholder as on Friday, 30th January, 2015.
4. In compliance with provisions of Section 108 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility to its Shareholders to enable them to cast their votes electronically. The Shareholders have option to vote either through e-voting or through the physical Postal Ballot Form. If a shareholder has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Shareholder cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services Limited (CDSL) for facilitating e-voting.

## 5. Instructions for Voting:

### A. Voting through Physical Postal Ballot Form

- (i) A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, in case a member sends the Postal Ballot by courier or registered/Speed post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- (ii) The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Wednesday, 18<sup>th</sup> March, 2015. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

### B. Voting through electronic mode:

- (i) The voting period begins on Tuesday, 17<sup>th</sup> February, 2015 at 9.00 A.M. (IST) and ends on Wednesday, 18<sup>th</sup> March, 2015 at 6.00 P.M. (IST). During this period Members of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 30<sup>th</sup> January, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the Image Verification as displayed and Click on Login.



- (vi) 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 voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below
- (vii) Fill up the following details in the appropriate boxes:

<b>For Members holding Shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<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"> <li>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.</li> <li>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. For example, If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<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>
<b>Dividend Bank Details</b>	<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"> <li>Please enter 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.</li> </ul>

- (i) After entering these details appropriately, click on **“SUBMIT”** tab.
- (ii) 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 must 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN of **'FRONTIER SPRINGS LIMITED'**.
- (v) 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.
- (vi) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution.
- (vii) 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.
- (viii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also print the voting details done by you by clicking on **“Click here to print”** option on the Voting page.
- (x) If Demat account holder has forgotten the changed password then enter the User ID and the

image verification code and click on Forgot Password and enter the details as prompted by the system.

(xi) Note for Non – Individual Shareholders and Custodians

<ul style="list-style-type: none"><li>• Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.</li></ul>
<ul style="list-style-type: none"><li>• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li></ul>
<ul style="list-style-type: none"><li>• 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.</li></ul>
<ul style="list-style-type: none"><li>• The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li></ul>
<ul style="list-style-type: none"><li>• 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.</li></ul>

(xix) 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.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

6. The vote in this Postal Ballot cannot be exercised through Proxy.
7. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / E-voting will be final.
8. The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny of the postal ballots (including e-voting) on or before Saturday, 21st March, 2015
9. The result of the e-voting and Postal Ballot Forms shall be declared by the Chairman / Director or by any other person so authorized by them on Monday, 23rd March, 2015 at 11.00 A.M. at the Registered Office of the Company at E-14, Panki Industrial Area, Site 1, Kanpur -208022 (U.P.) and the Resolution will be taken as passed effectively on the date of announcement of the result, if the results of the Postal Ballots indicate that the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and rules made thereunder has assented to the resolution. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The result of the Postal ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company [www.frontiersprings.co.in](http://www.frontiersprings.co.in).

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

#### **Item Nos. 1 and 2**

In terms of the provisions of Section 4 of the Companies Act, 2013 which became effective from 1st April, 2014 the requirement with regard to contents of the Memorandum of Association of a Company has been changed which inter-alia mandates that the objects clause of the Memorandum of Association of a Company should state the objects to be pursued by the Company on its incorporation and the matters which are necessary for the furtherance of these objects as such the Company is not required to state the other objects in its Memorandum of Association. Table A of Schedule I of the Companies Act, 2013 has been modified to incorporate such changes.

The Company was incorporated on 24th February, 1981 with the main objects to carry on the business of manufacturing and dealing in Springs and other allied products meant for Railways and Automobile Industry. With a view to make the activities of the Company diversified and profitable, the Management

has been exploring other avenues of business and after due diligence it has identified new lines of business activities which the Company may foray in future. In order to enable the Company to undertake the newly identified businesses proposed as sub-clauses (2) to (8) of the objects clause, the objects clause of the Memorandum of Association of the Company is being altered by way of Special Resolution proposed at item No. 1 of the Notice. The aforesaid business activities in opinion of the Board can conveniently and advantageously be combined with the existing activities of the Company. However, the Spring Business presently being pursued by the Company will continue to remain as the dominant activity of the Company.

In order to carry out the proposed alteration in the objects clause of the Memorandum of Association of the Company, the approval of members of the Company is being sought in terms of the provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 by way of Special Resolution through Postal Ballot process.

The other alterations in the Memorandum of Association as proposed by way of Special Resolution at item No. 2 of the Notice have been necessitated to align with the provisions of Section 4 and the requirements of Table A of Schedule I to the Companies Act, 2013 and Rules made thereunder.

A copy of the Memorandum of Association of the Company together with proposed changes and other relevant documents are available for inspection of the Members during business hours on all working days upto the date of the declaration of the results of the Postal Ballot.

The proposed alteration in Objects Clause is subject to registration by the Registrar of Companies in terms of the provisions of Section 13 of the Companies Act, 2013. The Board recommends the passing of the Special resolutions as contained in the Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolutions except to the extent of their shareholding in the Company.

### **Item No.3**

The Registered Office of the Company is presently situated at E-14, Panki Industrial Area, Site-1 Kanpur-208022. The Company's manufacturing facilities are presently located both at Kanpur and Kanpur Dehat and Company's major expansion and diversification plan is being implemented at Kanpur Dehat. Further, from the point of administrative convenience, it is also proposed to centralize Company's all manufacturing operations at its works in Kanpur Dehat. The shifting of registered office in the manner aforesaid would facilitate better administrative and economical control enabling the Company to rationalize and streamline its business management to its greater advantage will, in no way, be detrimental to the interest of Investors or Stakeholders of the Company.

Pursuant to Section 12(5)(a) of the Companies Act 2013 read with Rules made thereunder, shifting of Registered Office outside the city but within the same State and under the jurisdiction of same Registrar of Companies requires approval of the Members by passing a Special Resolution through the process of Postal Ballot / e-voting. Accordingly, consent of the Members of the Company is being sought by way of intended Special Resolution placed at item No. 3 of the Postal Ballot Notice to shift the registered office of the Company from Kanpur to Kanpur Dehat. The Board recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company.

By order of the Board

For FRONTIER SPRINGS LIMITED

(DHRUV BHASIN)

COMPANY SECRETARY

Place : Kanpur

Date : 2<sup>nd</sup> February, 2015