

Regd. Office: Km 25/4, Kalpi Road, Rania, Kanpur Dehat-209304 [CIN: L17119UP1981PLC005212]

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### **NOTICE**

Notice is hereby given that the Forty-First Annual General Meeting (AGM)of the members of **FRONTIER SPRINGS LIMITED** will be held on Thursday, 30<sup>th</sup> September, 2021 at 12:30 P.M. IST through Video Conferencing('VC')/Other Audio Visual Means('OAVM') to transact the following business:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Smt. Mamta Bhatia (DIN: 03480368) who retires by rotation and being eligible, offers herself for reappointment.

### **SPECIAL BUSINESS:**

3) To re-appoint Shri Sarabjit Singh (DIN:07705856) as a Non-Executive Independent Director 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, Shri Sarabjit Singh (DIN:07705856), who was appointed as an Independent Director of the Company with effect from 12th November, 2016, to hold office for 5(Five) consecutive years and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act,2013 along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company and who is not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years, with effect from 12<sup>th</sup> November, 2021".

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

4) To re-appoint Shri Nimesh Mukerji (DIN:077 05885) as a Non-Executive Independent Director 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") ) as amended, Shri Nimesh Mukerji (DIN:07705885)who was appointed as an Independent Director of the Company with effect from 9<sup>th</sup> February, 2017, to hold office for 5(Five) consecutive years and who is eligible for reappointment and submitted a declaration that he



meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company and who is not liable to retire by rotation, to hold office for a second term of 5(Five) consecutive years with effect from 9<sup>th</sup> February, 2022.

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

5) To approve the remuneration of Smt. Manju Bhatia (DIN: 03480362) Whole-Time Director and Promoter in terms of Regulation 17(6)(e) of SEBI Listing Regulations and Companies Act 2013 for remaining tenure of her appointment 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 Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for payment of the remuneration to Smt. Manju Bhatia Whole-time Director and promoter of the company for the remainder term of her office of two years with effect from 14th November, 2021 to 13th November, 2023 on the same terms and conditions approved by Members at the 39<sup>th</sup> Annual General Meeting of the company held on 30<sup>th</sup> September, 2019, notwithstanding that the aggregate annual remuneration payable to Smt. Manju Bhatia along with the remuneration

payable to all Executive Directors, forming part of the Promoters and Promoter Group, may exceed 5% of the net profits of the Company as calculated under section 198 of the Companies Act, 2013,

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

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

"RESOLVED THAT in supersession of the resolution passed at the Thirty Eighth Annual General Meeting of the Company held on 26th September, 2018 and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification (s) or re-enactment thereof, for the time being in force)and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and subject to such other approvals, consents, permissions and sanction of any authorities as may be necessary, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company to enter into contracts / arrangement(s) / transaction(s) with the related parties for a period of five years w.e.f from 1st April, 2021 with aggregate annual value as mentioned hereunder, on such terms and conditions as may be agreed to by the Board of Directors of the Company, provided however that the transactions so carried out shall at all times be on arm's length basis and in ordinary course of the Company's business.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution matters incidental, consequential and connected there with."



S No.	Name of Related party	Nature of Interest	Nature of Transaction	Value of Transaction (Rs.in crores)
1	Frontier Alloy Steels Limited	Directors relative are Directors and share holders of the M/s Frontier Alloy Steels Limited	Sale, Purchase,or Supply of Goods or Materials	75.00
2	Private Limited and sharehold	relative are Directors and shareholders of the Vishpa Rail	Sale, Purchase,or Supply of Goods or Materials	2.5
			Availing or Rendering of services (Job Work)	17.5
			Leasing of Property	1.00
3	P. C. Packagers	Director's Relative is partner in the firm.	Sale and Purchase or- Supply of Goods or Materials	3.00
			Availing or Rendering of services (Job Work)	3.00

- 7) To make investments, give loans and guarantees and to provide securities in excess of the limits prescribed in Section 186 of the Companies Act, 2013 and in this regard to consider and, if thought fit, with or without modification(s), the following resolution, as a **Special Resolution:** 
  - "RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all other requisite approvals, sanctions, permissions, if required from any authority and subject to such conditions or stipulations as may be prescribed or imposed by any of the concerned authorities, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute/ authorise for this purpose or any person(s) authorized by the Board).
- a) to invest / acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether Convertible or Non-convertible) or any other financial instruments of one or more Bodies Corporate, whether in India or outside, which may or may not be Subsidiary of the Company;

- to make / give from time to time any loan or loans to any Body or Bodies Corporate, whether in India or outside, which may or may not be a Subsidiary, securities of the Company or any other person, body or entity;
- to give from time to time any guarantee(s) and / or provide any security(ies), in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, any Body Corporate, whether in India or outside, which may or may not be a Subsidiary of the Company; notwithstanding the fact that such loan / guarantee / investment to be so given, provided or made together with the loans / guarantees / investments already given, provided or made may exceed sixty percent of the aggregate of the Paid-up Share Capital and free reserves of the Company or hundred percent of its free reserves, whichever is more provided that the aggregate amount of the investments made, loans given, guarantees and securities provided shall not at any time exceed Rs 50,00,000,00./- (Rupees Fifty Crores)".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the actual sum or sums to be loaned to and / or guaranteed or invested in the Equity Share Capital or Preference Share Capital or any other Securities of the said Bodies Corporate



out of the above limit and to determine the time and manner of making such loans and / or providing guarantees or making such investments and generally to deal with and decide all or any matter arising out of or incidental to the same and to do all such acts, deeds, matters and things for giving effect to this resolution including any change(s), amendment(s) or modification(s) as it may in its absolute discretion deem fit and proper".

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limit up to which such investments in securities / loans / guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer / dispose of the investments so made, from time to time, and generally to deal with and decide all or any matter arising out of or incidental to the same and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to making such investments, loans and / or providing guarantees or securities and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval

thereto expressly by the authority of this resolution and all the actions of the Board in connection with the above be and are hereby ratified and confirmed."

8) To ratify the remuneration of the Cost Auditors in respect of Company's product 'Steel', for the financial year ending 31st March, 2022 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, 2022 amounting to Rs. 50,000/- (Rupees Fifty Thousand only) per year, plus taxes as applicable and re-imbursement 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

Nanpur Dehat-209304

Date: 4<sup>th</sup> September 2021,

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



### **NOTES:**

- Considering the ongoing COVID 19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated January 13,2021 read together with circulars dated April 8,2020, April 13,2020 and May 5,2020 (collectively referred to as "MCA" Circulars) permitted convening of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of members at a common venue. The registered office of the Company shall be deemed to be venue for the AGM. In accordance with the MCA Circulars, provisions of the Companies Act,2013("the Act")and the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered office of the Company i.e Km 25/4, Kalpi Road, Rania, Kanpur Dehat -209304.In accordance with the Special Business mentioned at Item Nos. 3 to 8 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
- 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 pursuant to MCA Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
- 3. Participation of members through VC shall be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013
- 4. A statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Businesses under Item Nos. 3 to 8 to as set out above is annexed hereto.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 24<sup>th</sup> September 2021 to Thursday, 30<sup>th</sup> September, 2021(both days inclusive).

- 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, together with specimen signature(s) of authorised representative under the said Board Resolution to attend the AGM through VC/OAVM on its behalf and vote on its behalf 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 fifteen 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 Circulars dated 15<sup>th</sup> January, 2021 read with SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2020-2021 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 2020-2021 will also be available on the Company's website www.frontiersprings.co.in , website of the Bombay Stock Exchange www.bseindia.com and on the website of the CDSL https://www.evotingindia.com.
- 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 holding shares in physical mode and who have not updated their email addresses 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.
- 11. 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":

- 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.
- 12. Members wishing to claim dividends of previous years 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 Section124 of the Act, read with applicable IEPF rules.
- 13. The Equity Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company 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.
- 14. Members desiring any information with respect to Accounts are requested to write to the Company at least 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.
- L5. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Members may submit their request to the Company's Registrar & Share Transfer Agents, M/s. Alankit Assignments Limited, in the prescribed Form SH-13 for nomination and FormSH-14 for cancellation/variation in nomination already made, as the case may be. The Forms will be sent by the Company/RTA upon such request. Members holding shares in demat mode may contact their respectiveDepository Participant (DP) for availing this facility.

## 16. INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING ATTHE AGM:

- In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, applicable Secretarial Standards, Regulation 44 of the SEBI Listing Regulations and MCA & SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility of casting vote through e-voting system during the AGM to the Members participating in the AGM. Necessary arrangements have been made by the Company with CDSL for providing facility of voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-Voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-Voting will be able to vote at the Meeting
- ii) The remote e-voting facility will be available during the following voting period:



Commencement of remote e-voting	Monday, 27 <sup>th</sup> September, 2021, 9.00 A.M. IST
	Wednesday, 29 <sup>th</sup> September, 2021, 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 Thursday, 23<sup>rd</sup> September, 2021 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting there after. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing 27<sup>th</sup> September, 2021 to 29<sup>th</sup> September, 2021 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

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,2021.

- iii) 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.
- iv) The Board of Directors has appointed Shri S.K. Gupta, (FCS-2589) and failing him,Ms. Divya Saxena, (FCS-5639) of S.K. Gupta & Co., 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.

- v) 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.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at 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. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the cutoff date, may obtain the Login ID and password by sending a request for e-voting at evoting@cdsl.co.in .However, if he/she is already registered with CDSL for remote evoting then he/she can use his/her existing User Id and password for casting the vote.



### THE INSTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, September 27<sup>th</sup>, 2021 and ends on Wednesday September 29<sup>th</sup>, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e September 23<sup>rd</sup>,2021 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020 /242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders and the same public level.

Currently, there are multiple e-voting service providers (ESPs) providing e-

voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



Type of share holders	Login Method		
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are  https://web.cdslindia.com/myeasi/home /login or visit  www.cdslindia.com and click on Login icon and select New System Myeasi.		
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.CDSL/NSDL/KARVY/LINKINTIME , so that the user can visit the e-Voting service providers' website directly.		
	3) If the user is not registered for Easi/ Easiest, option to register is available at		
	https://web.cdslindia.com/myeasi/Regist ration/EasiRegistration		
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available onwww.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system		

sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

# Individual Shareholders holding securities in demat mode with NSDL

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the followingURL:https://eservices.ns dl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/Secure Web/IdeasDirectReg.jsp
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched,

will authenticate the user by



click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your UserID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual
Shareholders
(holding
securities in
demat mode)
login through
their
Depository
Participants

1)

If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication.

you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com.
   Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting



option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website

for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details	
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.	
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	

- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
    - The shareholders should log on to the e-voting websitewww.evotingindia.com.
    - 2) Click on "Shareholders" module.
    - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,

- For NSDL: 8 Character
   DP ID followed by 8
   Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) Ifyou are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earliere-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



For Physical shareholders and other than individual shareholders holding shares in Demat.

### **PAN**

Enter your 10digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

 Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

### Dividend Bank Details

### OR Date of Birth (DOB)

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.

- 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.
- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used

- only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN** for the relevant company i.e **FRONTIER SPRINGS LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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
- (xiii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, **HUF, NRI** etc.)and Custodians are required to log on to 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.
  - 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 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 Compan at the email address viz;sk\_gupta1@rediffmail.com and c.s@frontiersprings.co.in ,if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

# INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further shareholders will be required to allow

- Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. 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.
- 7. 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 at least three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at c.s@frontiersprings.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at c.s@frontiersprings.co.in. These queries will be replied to by the company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 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.
- 10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.



- 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 c.s@frontiersprings.co.in and lalitap@alankit.com
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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

### Other Instructions:

- i) Members who would like to express their views/ask questions at the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker and may send their questions by sending their request from registered e-mail id- mentioning their name, DP ID and Client ID / Folio number and mobile number, so as to reach the Company's email address c.s@frontiersprings.co.in at least seventy-two hours in advance before the start of the AGM. The same will be replied by the Company suitably.
- ii) Only those Members who have registered themselves as a speaker shall be allowed to express their views/ ask questions during the AGM, depending upon the availability of time.

iii) 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 to receive copies of the Annual Report 2020-2021 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.

- iv) The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the AGM, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him, within 2 working days of conclusion of the meeting. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.frontiersprings.co.in and on the website of CDSL at www.evoting.cdsl.com. The result will simultaneously be communicated to the stock exchanges.
- vi) The recorded transcript of the forthcoming AGM on September 30,2021 shall also be made available on the website of the Company at <a href="https://www.frontiersprings.co.in">www.frontiersprings.co.in</a>, as soon as possible after the meeting is over.



(vii) As required under SEBI Listing Regulations and Secretarial Standard: 2 on General Meetings; the relevant details in respect of directors seeking re-appointment under Item No. 2 to 4 of this Notice are as below:

Particulars	Smt. Mamta Bhatia	Shri Sarabjit Singh	Shri Nimesh Mukerji
Date of Birth	27/09/1966	15/12/1970	25/05/1945
Date of first Appointment on the Board	14/05/2011	12/11/2016	09/02/2017
Qualifications	B.A, M.B.A	Chartered Accountant	B.E (Hons), PGDMB From Bombay Universty
Expertise in specific functional area	Marketing and Finance	Finance Control	Production& Marketing
Terms and conditions of re-appointment	As per Company's Nomination & Remuneration Policy	As per Company's Nomination & Remuneration Policy	As per Company's Nomination & Remuneration Policy
Remuneration Last Drawn	As Mentioned in the Corporate Goverance Report	As Mentioned in the Corporate Goverance Report	As Mentioned in the Corporate Goverance Report
Other Directorships	NIL	NIL	NIL
Chairman/ Member of Committee of the Board of other Companies of which he/she is a Director	NIL	NIL	NIL
Shareholding in Frontier Springs Ltd.	38,038 Equity shares	NIL	NIL
Relationship with other directors and KMP's of the Company	As mentioned in the Corporate Goverance Report (forming part of Annual Report 2020-21)	As mentioned in the Corporate Goverance Report (forming part of Annual Report 2020-21)	As mentioned in the Corporate Goverance Report (forming part of Annual Report 2020-21)
No.of Board Meetings attended during the financial year 2020-21	4 (For details Please refer to the Corporate Goverance Report	4 (For details Please refer to the Corporate Goverance Report	4 (For details Please refer to the Corporate Goverance Report



### **ANNEXURE TO NOTICE**

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

### Item Nos. 3 & 4

As per the provisions of Section 149 of the Companies Act,2013("the Act") an Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of the Special Resolution by the Company for another term of 5 (five) consecutive years on the Board of the Company.

The Members of the Company at the 37<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 approved the appointment of Shri Sarabjit Singh( DIN:07705856) and Shri Nimesh Mukerji (DIN -07705885), as Independent Directors of the Company for a period of 5(Five) years commencing with effect from 12<sup>th</sup> November 2016 and 09<sup>th</sup> February 2017 respectively

Based on their Performance Evaluation Report and as per the recommendations of the Nomination and Remuneration Committee and in terms of the provisions of Sections149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, Shri Sarabjit Singh and Shri Nimesh Mukerji are eligible for reappointment as Independent Directors and consented for re-appointment. The Board considers their background, experience and contributions made by them during the tenure, the continued association of Shri Sarabjit Singh and Shri Nimesh Mukerji would be beneficial to the company.

The Company has received notice from the members under section 160 of the Companies Act, 2013 proposing the candidature of each of Shri Sarabjit Singh and Shri Nimesh Mukerji, for the office of Director of the Company. The Company has also received a declaration of independence from them.

In the opinion of the Board, Independent Directors fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointment as an Independent Director of the Company and are independent of the management. As per the disclosure received neither of them are disqualified from being re-appointed as director in terms of Section 164 of the Act.

A copy of the draft letter of appointment, setting out the terms and conditions of re-appointment of the Independent Directors shall be open for inspection by the members at the Registered Office (except Saturdays and Sundays and Public Holidays) between 11:00 A.M and 1:00 P.M.upto the date of this Annual General Meeting and is also available on the website of the Company www.frontiersprings.co.in

The Board of Directors accordingly recommends the Special Resolutions as set out in Item No. 3& 4 of the Notice for approval by the Members.

Save and except Shri Sarabjit Singh and Shri Nimesh Mukerji Independent Directors of the company, 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 Special Resolutions set out at Item No.s 3 & 4 of the Notice.

### Item No.5

The Members at the 38<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2018 approved the appointment of Smt. Manju Bhatia, Whole Time Director for a period of 5 years commencing 14<sup>th</sup> November 2018 to 13 November, 2023 and the remuneration for a period of three years by passing a Special Resolution.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1<sup>st</sup> April, 2019, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry



of the term of such Director.

Smt. Manju Bhatia is a promoter director of the Company and her annual remuneration together with remuneration of all Promoter Executive Directors may exceed threshold prescribed under Regulation 17(6)(e) of Listing Regulations. Thus, in order to comply with the requirements of above regulation, the approval of the members is being sought by way of special resolution for payment of remuneration to Smt. Manju Bhatia, Whole Time Director on the same terms and conditions as already approved by members at 39<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019, for the remaining tenure of her appointment of two years with effect from 14th November, 2021 to 13th November, 2023. All the existing terms and conditions of her appointment shall remain unchanged.

The Nomination and Remuneration Committee of the Board considering the significant contribution of Smt. Manju Bhatia, as Whole Time Director of the Company to the Company's growth and implementation of investment plans and business strategies approved the remuneration of the said managerial personnel as stated in their respective resolutions which is in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013. The Board recommends the Special Resolutions placed at item Nos. 5 of the Notice for approval of members.

Except Shri Kundan Lal Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia, Smt. Mamta Bhatia and Smt. Manju Bhatia, herself and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No.5 of the Notice.

### Item No. 6

The Company in the ordinary course of its business and on arm's length basis enters in to transactions for sale, purchase and supply of services with related parties. Even though approval of the Shareholders would not be required under the provisions of the Companies Act, 2013 for transactions which are entered in the ordinary course of the Company's business and are at arm's length and transactions which are not material

related party transactions as per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a measure of good governance it has, therefore, been considered appropriate to obtain enabling approval from shareholders for entering in to such transactions as detailed in the special resolution proposed at Item No.6 of the Notice. The value of the transactions proposed which would be entered on arm's length basis, is based on the Company's estimated transaction value for the next five financial year commencing from 1st April, 2021. Your Directors recommend the resolution as at Item No. 6 for your approval.

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

#### Item No. 7

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company may with the approval of Shareholders of the lending or investing Company accorded by Special Resolution make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of sixty per cent of the aggregate of the Paid-up Capital and free reserves or hundred per cent of its free reserves, whichever is more.

The Company in the course of its business may make any loans, investments or give guarantees or provide any securities to other Bodies Corporate including its Subsidiaries, Associates and Joint Venture Companies, other persons and entities which may exceed the prescribed ceiling of sixty per cent of the aggregate of the Paid-up Capital and free reserves or hundred per cent of its free reserves, whichever is more. With a view to empower the Board of Directors of the Company to make such loans, investments or give guarantees or provide securities from time to time, it is proposed to have enabling approval from the members up to an aggregate amount not exceeding Rs. 50,00,000,00./- (Rupees Fifty Crores Only)".

The Board recommends the proposed resolution for approval by the members.

None of the Directors and Key Managerial



Personnel of the Company and their relatives may be considered as concerned or interested financially or otherwise in the resolution except to the extent of making investments, giving loans and / or providing guarantees or securities to the Bodies Corporate in which they may be directly or indirectly interested.

### Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.M. Bansal & Co. the cost auditors to conduct the audit of the cost records of the Company's products 'Steel', for the financial year ending 31st March, 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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.

Accordingly, consent of the shareholders is sought for passing Ordinary Resolutions 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, 2022.

The Board recommends the Ordinary Resolutions 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 Resolutions set out at Item No. 8 of the Notice.

Registered Office: Km 25/4, Kalpi Road, Rania, Kanpur Dehat-209304 Date: 4<sup>th</sup> September, 2021 By Order of the Board For Frontier Springs Limited (DHRUV BHASIN) Company Secretary