



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

**CIN : L17119UP1981PLC005212**

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

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

## **NOTICE**

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of **FRONTIER SPRINGS LIMITED** will be held on Thursday, the 28th September, 2017 at 12:30 P.M. at the Registered Office of the Company at Km 25/4, Kalpi Road, Rania, Kanpur Dehat – 209304 to transact the following businesses:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Kapil Bhatia (DIN: 00582337) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Sanjeevani Raizada & Co., Chartered Accountants (Firm Registration No.021960C), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sanjeevani Raizada & Co., Chartered Accountants (Firm Registration No. 021960C) be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. Sanjay Nandini & Co., Chartered Accountants (Firm Registration No. 006941C), to hold office for a term of five years from the conclusion of the Thirty Seventh Annual General Meeting until the conclusion of the Forty Second Annual General Meeting of the Company, subject to ratification of the appointment by the Members at every Annual General Meeting held after this Thirty Seventh Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

4. To appoint Shri Sarabjit Singh (DIN: 07705856) 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, 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 Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sarabjit Singh (DIN: 07705856), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 12th November, 2016, in terms of Section 161 of the Act read with Articles of Association of the Company and who holds office upto the date of this 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 12th November, 2016, 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.”

5. To appoint Shri Nimesh Mukerji (DIN: 07705885), 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, 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,

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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 Nimesh Mukerji (DIN: 07705885), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 9th February, 2017, in terms of Section 161 of the Act read with Articles of Association of the Company and who holds office upto the date of this 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 9th February, 2017, 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.”

6. To revise the remuneration of Shri Kapil Bhatia, 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 provisions of Section 196, 197, 198 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) and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for revision in the remuneration of Shri Kapil Bhatia (DIN: 00582337) Managing Director of the Company with effect from 1st June, 2017, for the remaining period of his tenure i.e. upto 4th January, 2020 as set out hereunder which has been approved by the Nomination & Remuneration Committee:

**SALARY** : Rs 2,50,000/- per month.

**PERQUISITES** : In addition to the salary, Managing Director shall be entitled to following perquisites categorized in three Parts A, B and 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 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 Lacs only).
- (vi) **Education Allowances** – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.
- (vii) **Club fee** : Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (viii) **Personal Accident Insurance**: Premium not to exceed Rs.4000/- per annum.
- (ix) **Incentives**: in total shall be paid upto Rs. 1, 75,000 per month.

### **PART –B**

- i. Contribution to (a) Provident Fund (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.
- iii. Contribution to National Pension Scheme, Rs. 25,000/- per month.

**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.

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Shri Kapil Bhatia, Managing Director of the Company by way of salary, allowances, incentives and perquisites as above, shall not exceed the maximum limit as prescribed under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or any other applicable for the time being in force.”

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

7. To revise the remuneration of Shri Neeraj Bhatia, Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 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) and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for revision in the remuneration of Shri Neeraj Bhatia (DIN: 00582395) Whole-time Director of the Company with effect from 1st June, 2017, for the remaining period of his tenure i.e. upto 31st March, 2020 as set out hereunder which has been approved by the Nomination & Remuneration Committee:

**SALARY** : Rs. 2,50,000/- per month.

**PERQUISITES** : In addition to the salary, the Whole time Director shall be entitled to following perquisites categorized in three Parts A, B and 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 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 Whole time 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.4000/- per annum.
- (ix) **Incentives**: in total shall be paid upto Rs. 1,75,000/- per month.

**PART-B**

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

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- (ii) Gratuity not exceeding half month's salary for each completed year of service.
- (iii) Contribution to National Pension Scheme Rs. 25,000/- per month

### 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.

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Shri Neeraj Bhatia, Whole time Director of the Company by way of salary, allowances, incentives and perquisites as above, shall not exceed the maximum limit as prescribed under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or any other applicable for the time being in force.”

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

8. To revise the remuneration of Smt. Mamta Bhatia, Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 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) and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for revision in the remuneration of Smt. Mamta Bhatia (DIN: 03480368) Whole-time Director of the Company with effect from 1st June, 2017, for the remaining period of her tenure i.e. upto 13th May,

2019 as set out hereunder which has been approved by the Nomination & Remuneration Committee:

SALARY : Rs. 2, 00,000/- per month.

PERQUISITES : In addition to the salary, Whole-Time Director shall be entitled to following perquisites categorized in three Parts A, B and 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 200,000/- (Rupees Two Lacs 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 Whole-Time 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.4000/- per annum.
- (ix) **Incentives**: in total shall be paid upto Rs.

50,000/- per month.

**PART-B**

- i. Contribution to (a) Provident Fund (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.
- iii. Contribution to National Pension Scheme Rs. 20,000/- per month.

**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.

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Smt. Mamta Bhatia, Whole time Director of the Company by way of salary, allowances, incentives and perquisites as above, shall not exceed the maximum limit as prescribed under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or any other applicable for the time being in force."

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

9. To revise the remuneration of Smt. Manju Bhatia, Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 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) and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for revision in the remuneration of Smt. Manju Bhatia (DIN: 03480362) as Whole-time Director of the Company with effect from 1st June, 2017, for the remaining period of her tenure i.e. upto 13th November, 2018 as set out hereunder which has been approved by the Nomination & Remuneration Committee:

**SALARY** : Rs. 2,00,000/- per month.

**PERQUISITES** : In addition to the salary, Whole-Time Director shall be entitled to following perquisites categorized in three Parts A, B and 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 200,000/- (Rupees Two Lacs 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 Whole-Time 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

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Children shall be reimbursed if any, actually and properly incurred.

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

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

**(ix) Incentives:** in total shall be paid upto Rs. 50,000/- per month.

### PART-B

- i. Contribution to (a) Provident Fund (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.
- iii. Contribution to National Pension Scheme Rs. 20,000/- per month

### 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.

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Smt. Manju Bhatia, Whole time Director of the Company by way of salary, allowances, incentives and perquisites as above, shall not exceed the maximum limit as prescribed under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or any other applicable for the time being in force."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

10. To adopt new Articles of Association of the Company containing regulations in conformity with the

Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions 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), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

*Registered Office :* By order of the Board  
25/4, Kalpi Road, Rania, For Frontier Springs Limited  
Kanpur Dehat-209 304 (DHRUV BHASIN)  
Dated : 11th August, 2017 *Company Secretary*

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 16.
3. Corporate Members intending to send their Authorised Representatives to attend the Meeting

are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 3 to 10 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment / re-appointment as Directors under Item Nos. 2, 4 and 5 of the Notice are also annexed.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during the business hours upto the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, Alankit Assignments Limited (hereinafter referred to as "RTA").
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company/ RTA.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.
13. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
15. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial year ended 2010-2011 and 2011-2012 are requested to lodge their claims with Alankit Assignments Limited. Further, as per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the Investor Education and Protection Fund (IEPF) Authority.
16. Information and other instructions relating to remote e-voting are as under:
  - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - (ii) The poll shall be conducted at the meeting and members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.
  - (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

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- (iv) The Company has engaged the Services of Central Depository Services Ltd (“CDSL”) as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Shri S.K.Gupta, (FCS-2589) and failing him Ms. Divya Saxena, (FCS-5639) Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- (vi) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st September, 2017.
- (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. 21st September, 2017 only shall be entitled to avail the facility of remote e-voting.
- (viii) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding Shares as on the cut-off date i.e. 21st September, 2017, may obtain the User ID and Password.
- (ix) The remote e-voting facility will be available during the following period:  
Commencement of remote e-voting  
**Monday, 25th September, 2017, 9.00 A.M. IST**  
End of remote e-voting  
**Wednesday, 27th September, 2017, 5.00 P.M. IST**  
During this period, Shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.
- (x) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a scrutinizer’s report and submit the same to the Chairman. The results declared along with the scrutinizer’s report shall be placed on the website of the Company [www.frontiersprings.co.in](http://www.frontiersprings.co.in) and of CDSL [www.cdslindia.com](http://www.cdslindia.com) The results shall simultaneously be communicated to the Stock Exchange.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2017.
- (xii) Instructions and other information relating to remote e-voting:
- The e-voting facility can be availed by typing the link [www.cdslindia.com](http://www.cdslindia.com) in the internet browser.
  - Click on the “shareholders” tab.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID;
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the “PAN” field.</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. e.g. If your name is Ramesh Kumar with sequence no. 001 then enter RA000001 in the “PAN” field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.



Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio respectively.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field.</p>
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- (g) After entering these details appropriately, click on “SUBMIT” tab.
- (h) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for the relevant <Company Name > on which you chose to vote.
- (k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a Compliance user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.cdslindia.com](http://www.cdslindia.com) under help section or write an email to [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com).
- (s) Since the Company is required to provide Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xiii) The voting rights of Shareholders shall be in proportion to their shares of the Paid-up Equity

## THIRTY SEVENTH ANNUAL REPORT

Share Capital of the Company as on 21st September, 2017.

(xiv) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the website of the Company

and CDSL and communicated to the BSE Ltd. within the prescribed period.

17. As required under Listing Regulations and Secretarial Standard on General Meetings (SS-2), the relevant details in respect of director seeking re-appointment under Item No 2, 4 and 5 of this Notice are as below:

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

Particulars	Shri Kapil Bhatia	Shri Sarabjit Singh	Shri Nimesh Mukerji
Director Identification Number	00582337	07705856	07705885
Date of Birth / Age	07/10/1965	15/12/1970	25/05/1945
Date of Appointment on the Board	03/01/1994	12/11/2016	09/02/2017
Qualifications	B.Com, MBA	Chartered Accountant	Mechanical Engineer
Expertise in specific functional area	Marketing & Finance	Finance	Forging Components
Chairman/ Director of other Companies	NIL	NIL	NIL
Chairman/ Member of Committee of the Board of other Companies of which he is a Director (a) Audit Committee (b) Stakeholders' Relationship Committee	NIL	NIL	NIL
Shareholding of Director in the Company	180074 Equity shares	NIL	NIL
Relationship with other Director / KMPs	Shri K. L. Bhatia is paternal uncle of Kapil Bhatia. Shri Neeraj Bhatia is brother of Kapil Bhatia.	N/A	N/A
No. of Board Meetings held during the tenure and attended by the Director during the Financial year 2016-17	4	2	1

### ANNEXURE TO NOTICE

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

##### Item No. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no Listed Company can appoint or re-appoint an Audit firm as Auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with

this requirement. In view of the same, the term of the existing Statutory Auditors, M/s Sanjay Nandini & Co., Chartered Accountants is upto the conclusion of this Annual General Meeting (AGM).

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on 11th August, 2017, proposed the appointment of M/s. Sanjeevani Raizada & Co., Chartered Accountants (Firm Registration No.021960C), as the Statutory Auditors of

the Company for a period of five years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty Second Annual General Meeting of the Company to be held in the Calendar year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act.

M/s. Sanjeevani Raizada & Co., Chartered Accountants (Firm Registration No. 021960C), have consented to their appointment as Statutory Auditors and have confirmed the eligibility that their appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

#### **Item No. 4**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Shri Sarabjit Singh (DIN: 07705856) as an Additional Director (Independent) with effect from 12th November, 2016 to hold office for a period of five consecutive years with effect from 12th November, 2016, 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 Sarabjit Singh 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 Sarabjit Singh as a Director of the Company. Shri Sarabjit Singh 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 Sarabjit Singh 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 Sarabjit Singh 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 Sarabjit Singh is a Chartered Accountant having specialization in Finance. A copy of the Letter of Appointment of Independent Director setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the Registered Office of the Company on all working days be-

tween 10:00 am to 1:00 pm and is also available on the website of the Company [www.frontiersprings.co.in](http://www.frontiersprings.co.in).

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

The Board recommends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

#### **Item No. 5**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Shri Nimesh Mukerji (DIN: 07705885) as an Additional Director (Independent) with effect from 9th February, 2017 to hold office for a period of five consecutive years with effect from 9th February, 2017, 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 Nimesh Mukerji 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 Nimesh Mukerji as a Director of the Company. Shri Nimesh Mukerji 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 Nimesh Mukerji 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 Nimesh Mukerji 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. Shri Nimesh Mukerji is a Mechanical Engineer having expertise in manufacturing of Forging Components. Considering his vast experience, his presence on the Board will be of immense value to the Company. A copy of the Letter of Appointment for Independent Director setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company [www.frontiersprings.co.in](http://www.frontiersprings.co.in).

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

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The Board commends the ordinary resolution as set out in Item No. 5 of this Notice for your approval.

### Item Nos. 6 to 9

Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia, Smt. Mamta Bhatia and Smt. Manju Bhatia, Whole time Directors were appointed as Managing Director and Whole time Directors for a period of five years w.e.f. 5th January, 2015, 1st April, 2015, 14th May, 2014 and 14th November, 2013 respectively. Keeping in view the performance, the complexities of the responsibilities handled by the Managerial Personnel, industry remuneration benchmarks, the Board of Directors upon recommendation of the Nomination and Remuneration Committee approved the revision in remuneration of the said Managerial Personnel of the Company as enumerated under Item Nos. 6 to 9 of the accompanying Notice which is in accordance with the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the passing of resolutions as set out at Item Nos. 6 to 9 of the notice as. The terms as set out in the resolution and Explanatory Statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Companies Act, 2013. Save and except Shri Kundan Lal Bhatia, Chairman cum Managing Director, Shri Kapil Bhatia, Managing Director, Shri Neeraj Bhatia, Smt. Mamta Bhatia and Smt. Manju Bhatia, Whole time Directors 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 Nos. 6 to 9 of the Notice.

The copies of the relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the accompanying resolutions, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

### Item No. 10

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956. With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions as they are no longer in conformity with the Companies Act, 2013. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out

the model Articles of Association for a Company limited by Shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. The draft AOA shall be available for inspection during the meeting and is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM .

inspected by members during the business hours at the registered office of the company.

The Board recommends the Special resolution set out in Item No 10. of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.10 of the Notice.

*Registered Office :* By order of the Board  
25/4, Kalpi Road, Rania, For Frontier Springs Limited  
Kanpur Dehat-209 304 (DHRUV BHASIN)  
Dated : 11th August, 2017 *Company Secretary*



# FRONTIER SPRINGS LIMITED

CIN : L17119UP1981PLC005212

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

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

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

## ATTENDANCE FORM

Member(s) or his/her/their proxy (ies) is requested to present this form for admission, duly signed accordance with his/her/their specimen signature(s) registered with the Company.

Name : \_\_\_\_\_ Client ID : \_\_\_\_\_ No. of Shares : \_\_\_\_\_

Folio No. : \_\_\_\_\_ DPID No. : \_\_\_\_\_

I hereby record my presence at the 37th ANNUAL GENERAL MEETING of Frontier Springs Limited to be held on **Thursday, 28<sup>TH</sup> September, 2017, at 12:30 p.m at Km 25/4, Kalpi Road, Rania, Kanpur Dehat-209304** or any adjournment thereof.

Please  in the box.

Member

Proxy

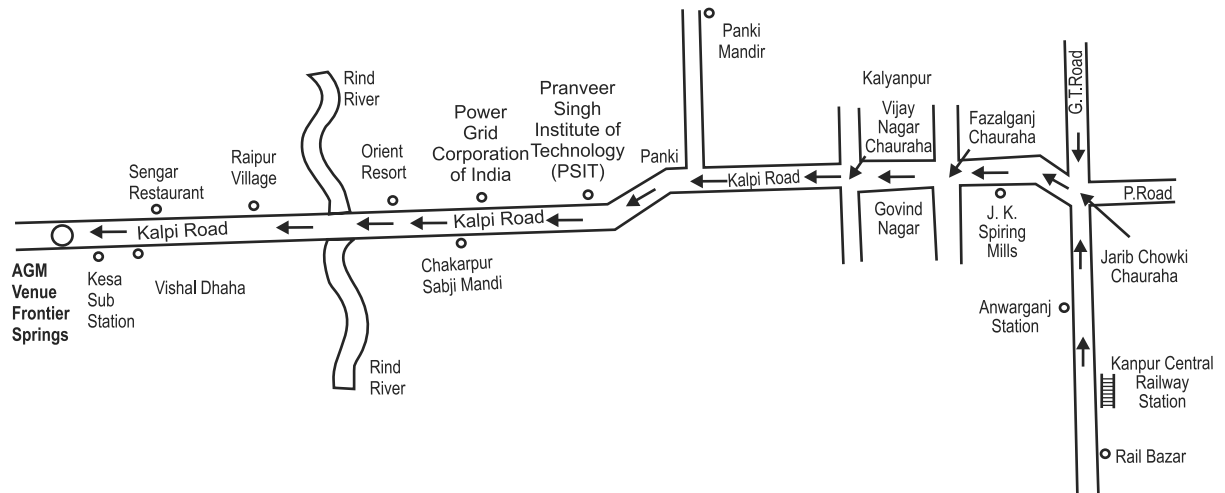
.....  
Name of the Proxy in Block Letters

.....  
Member's Signature

.....  
Proxy's Signature

Cut Here.....

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





# FRONTIER SPRINGS LIMITED

CIN : L17119UP1981PLC005212

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

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

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

## PROXY FORM-MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No/ Client Id : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above mentioned company, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_

or failing him/her

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_

or failing him/her

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_

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## THIRTY SEVENTH ANNUAL REPORT

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37th Annual General Meeting of the Company**, to be held on the **Thursday, the 28<sup>th</sup> September, 2017, at 12:30 p.m at Km 25/4 Kalpi Road, Rania, Kanpur Dehat -209304** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
1.	To receive, consider and adopt the financial statements, Report of Board of Directors and Auditors of the Company for the year ended March, 2017.		
2.	To appoint a Director in place of Shri Kapil Bhatia, retiring by rotation.		
3.	To consider appointment of Statutory Auditors.		
4.	To appoint Shi Sarabjit Singh as an Independent Director.		
5.	To appoint Shi Nimesh Mukerji as an Independent Director.		
6.	To revise the remuneration of Shri Kapil Bhatia.		
7.	To revise the remuneration of Shri Neeraj Bhatia.		
8.	To revise the remuneration of Smt. Mamta Bhatia.		
9.	To revise the remuneration of Smt. Manju Bhatia.		
10.	To adapt new Articles of Association		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2017

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Re. 1/-  
Revenue  
Stamp

**Notes :** This form of proxy in order be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting