




# Frontier Springs Ltd.

(Largest Manufacturer of Springs for LHB Coaches)



**39<sup>th</sup>**  
Annual Report  
2018-19

***Delivering excellence***   
*Contributing in the country's growth...*

# FRONTIER SPRINGS LIMITED

## ANNUAL REPORT 2018-2019

### BOARD OF DIRECTORS

Shri Kundan Lal Bhatia, *Chairman & Managing Director*  
Shri Kapil Bhatia, *Managing Director*  
Shri Neeraj Bhatia, *Whole Time Director*  
Smt Mamta Bhatia, *Whole Time Director*  
Smt Manju Bhatia, *Whole Time Director*  
Shri Sarabjit Singh, *Independent Director*  
Shri R. N. Trivedi, *Independent Director*  
Shri Yashpal, *Independent Director*  
Shri R. K. Bhatia, *Independent Director*  
Shri Nimesh Mukerji, *Independent Director*

### COMPANY SECRETARY & COMPLIANCE OFFICER

Shri Dhruv Bhasin

### AUDITORS

M/s. Sanjeevani Raizada & Co.  
*Chartered Accountants*  
Off No. 229, 2nd Floor,  
63/2, City Centre,  
The Mall,  
Kanpur - 208 004

### BANKERS

State Bank of India

### REGISTRAR AND SHARE TRANSFER AGENT

M/s. Alankit Assignment Limited  
Alankit House,  
1e/13, Jhandewalan Extension  
New Delhi-110 020

### REGISTERED OFFICE

Km 25/4, Kalpi Road,  
Rania, Kanpur-Dehat 209 304 (U.P.)

### CORPORATE OFFICE

E-14, Panki Industrial Area,  
Site-1, Kanpur-208 022 (U.P.)

### PLANTS

- i) Km 25/4, Kalpi Road, Rania,  
Kanpur Dehat - 209 304 (U.P.)  
(Springs & Forging Unit)
- ii) Rampur Ghat Road, Village Kunja,  
Tehsil Poanta Sahib, Distt. Sirmour  
H. P.  
(Springs & Roofing Unit)

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## THIRTY NINTH ANNUAL REPORT

### DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Ninth Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2019

### FINANCIAL RESULTS

The summarized financial results of the Company for the year ended 31<sup>st</sup> March, 2019 as compared to the preceding year are as under:

Particulars	2018-19	(Rs. in Lacs) 2017-18
Total Income	<b>8383.66</b>	6003.65
Profit before Finance Cost, Depreciation and Amortization Expense	<b>1334.91</b>	875.49
Less: Finance Cost	<b>83.15</b>	132.26
Less: Depreciation & Amortization Expense	<b>221.58</b>	193.79
Profit Before Tax	<b>1030.18</b>	549.44
Tax Expense	<b>189.90</b>	193.12
Profit After Tax	<b>840.28</b>	356.32
Add: Other Comprehensive Income	<b>11.16</b>	—
Total Comprehensive Income	<b>851.44</b>	356.32
Balance in Retained Earnings at the Beginning of the year	<b>2154.80</b>	1798.49
Profit After Tax available for appropriation	<b>3006.24</b>	2154.80
Dividend Paid	<b>39.38</b>	—
Dividend Distribution Tax	<b>6.82</b>	—
Transfer to General Reserve	—	—
Balance in Retained Earnings at the end of the year	<b>3380.32</b>	2575.08

### REVIEW OF OPERATIONS

The financial statements for the year ended 31<sup>st</sup> March, 2019 forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

The operation of the company during the financial year under review improved with turnover of Rs. 8383.66 Lacs as against Rs 6003.65 Lacs in preceding year. The net profit during the year was higher at Rs. 840.28 Lacs as against Rs. 356.32 Lacs in the preceding year. The

improvement in the turnover and profitability had been mainly on account of growth in demand, improvement in the operational efficiencies and cost cutting measures.

The performance of the company during the current financial year has further improved and barring unforeseen circumstances, your Directors expect your company to turn out even better results during the current year as well.

### DIVIDEND

Your Directors are pleased to recommend for approval of the members, a dividend of Re. 1/- per share(i.e@10%) on Equity Shares of Rs. 10/- each of the Company.

### EXPANSION

Your company is continuously receiving orders for manufacturing of Springs/Forging for Linke-Hofmann Busch(LHB) coaches which were being imported till date by Indian Railways which is reflective in the turnover and profitability of the company. The Indian government has decided to increase the production of LHB Coaches from 3000 no.'s/ year to 6000 no.'s/year. The orders in the pipeline are high in number; considering that all the springs of the existing coaches have to be replaced with new ones. The Company is also in touch with Multinational Air Springs manufacturer for collaboration/ Technical know-how for manufacturing of Air Springs for Indian Railways and by setting up the Air Springs unit, the turnover of the Company is expected to increase many fold in near future. We have also been approved by CLW/ DLW/DMW for manufacturing of WAP-7 and WAP-9 Locomotives and their production has also been increased from 400 Loco's to 1000 Loco's per year. The products developed by the Forging Unit namely Anti Roll Bar, Anti Roll Bar Bracket and Roll Link are used in the manufacturing of LHB Coaches, consequently the demand for these products has increased in the recent past and is expected to grow rapidly in the years to come.

### SUBSIDIARY COMPANY / ASSOCIATE / JOINT VENTURE COMPANY

The Company has no Subsidiary, Associate and Joint Venture Companies and as such the requirement of furnishing the information relating to the financial position of Subsidiary, Associate and Joint Venture Companies is not applicable.

### DIRECTORS

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Smt. Manju Bhatia (DIN: 003480362), Director of the Company retires from the Board by rotation, at the ensuing Annual General Meeting of the Company and being eligible she has offered herself for re-appointment.

In terms of requirement of Companies Act, 2013, Shri Yashpal and Shri R. K. Bhatia; the Independent Directors of the Company were appointed for a period of five years at the 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 and their term of appointment as Independent Directors shall come to an end at the ensuing Annual General Meeting. In view of the same, the Board of Directors have on the basis of the recommendation of the Nomination and Remuneration Committee proposed to re-appoint Shri Yashpal and Shri R. K. Bhatia as the Independent Directors of the Company for a second term. Special resolutions proposing re-appointment of Independent Directors of the Company for a second term pursuant to Section 149(6) of the Companies Act, 2013 form part of Notice of Annual General Meeting.

All Independent Directors have given declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

The Board had re-appointed Mrs. Mamta Bhatia as Whole-time Director of the Company for a further period of 5 years w.e.f. 14<sup>th</sup> May 2019.

Appropriate Resolutions(s) seeking your approval for appointment/re-appointment of the directors are placed in the Notice of ensuing Annual General Meeting.

#### KEY MANAGERIAL PERSONNEL

As per the provisions of Section 203 of the Companies Act, 2013 the following persons were designated as Key Managerial Personnel and there had been no change in KMP during the year under review

S.No	Name	Designation
1)	Shri Kapil Bhatia	Managing Director
2)	Shri Dhruv Bhasin	Company Secretary
3)	Shri Neeraj Bhatia	Chief Financial Officer

#### DECLARATION FROM INDEPENDENT DIRECTORS

The company had received the declarations u/s 149(7) of the Companies Act, 2013 from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(i)(b) of the Listing Regulations.

#### MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and the SEBI(Listing Obligations & Disclosure Requirements) 2015.

#### BOARD EVALUATION

The Board of Directors at its meeting held on 9<sup>th</sup> February, 2019 has carried out an annual evaluation of its

own performance, board committees and individual directors pursuant to provisions of the Act and Listing Regulations. Performance Evaluation of Independent Directors was done by the entire board, excluding the director being evaluated. The Evaluation Process was conducted through a structured questionnaire prepared after taking into consideration the various aspects laid down under the Nomination and Remuneration Policy of the Company. The Board of Directors expressed satisfaction with the evaluation process.

In a Separate meeting of Independent Directors held on 9<sup>th</sup> February, 2019, performance of non-independent directors, the Chairman of the Company and the Board as a whole was evaluated taking into account the views of Executive and Non Executive Directors.

#### CORPORATE SOCIAL RESPONSIBILITY

In terms of provisions of Section 135 of Companies Act, 2013; your Company has earned net profit of more than Five Crores for the year ended 31<sup>st</sup> March, 2019.

The Board of Directors in their meeting held on 14<sup>th</sup> August, 2019 has constituted CSR Committee consisting of the following members:

S.No	Name	Designation
1)	Shri Yashpal	Independent Director
2)	Shri Sarabjit Singh	Independent Director
3)	Shri Kapil Bhatia	Managing Director
4)	Shri Neeraj Bhatia	Chief Financial Officer
5)	Shri Dhruv Bhasin	Company Secretary

#### COMPANYS' POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of Executive and Independent directors to maintain the independence of the Board, and separate its functions of governance and management. The Company has duly constituted the Nomination and Remuneration Committee of the Board and the committee interalia periodically evaluates:

1. The need for change in composition and size of the Board;
2. Recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance.
3. Recommend the policy for remuneration of Directors, KMPs & other senior level employees of the Company and review the same in accordance with the performance of the Company and industry trend.

The Remuneration Policy is annexed herewith as 'Annexure F' which forms part of this report.



### AUDITORS AND AUDITORS REPORT

#### I. STATUTORY AUDITORS

M/s. Sanjeevani Raizada & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 37th Annual General Meeting of the Company held on 28.09.2017 who shall hold office till conclusion of the 42nd Annual General Meeting in accordance with the provisions of Companies Act, 2013.

Their appointment was subject to ratification by the members at every Annual General Meeting to be held thereafter during their tenure of office. However, pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act 2017, the requirement of seeking ratification of the Members for the appointment of Statutory Auditors has been withdrawn. Therefore, the resolution for dispensing with the requirement for ratification of appointment of Statutory Auditors is being placed in the notice of the ensuing Annual General Meeting. The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of The Company.

#### II. COST AUDITORS

As per the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company.

#### III. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s P. Manghwani & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for the year 2018–19. The Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2019 is annexed herewith as 'Annexure-D' to this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### IV. INTERNAL AUDITORS

Pursuant to provisions of Section 138 read with Rule 13 of Companies (Accounts) Rules 2014, your Company engaged the services of M/s J Chandra & Associates, Chartered Accountants, Kanpur, to conduct the Internal Audit of the functions and activities of the Company for the Financial Year 2018–19. The Internal Audit Report is placed before the Audit Committee of the Company, at regular intervals.

### REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and Rules framed there under.

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations), a Management Discussion & Analysis Report is annexed and forms part of this Annual Report.

### CORPORATE GOVERNANCE

The new Companies Act, 2013 have strengthened the governance regime in the country. Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. The business conduct can be ethical only when it rests on the six core values of Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence. In line with the requirements of these core values and new law, the Company through its Board and Committees endeavors to strike and deliver the highest governing standards for the benefits of its stakeholders.

As required under Schedule V to the Listing Regulations, a separate section on Corporate Governance together with certificate from M/s P. Manghwani & Associates, Practicing Company Secretaries, confirming compliance of the conditions of Corporate Governance, forms an integral part of this report and is annexed as 'Annexure A'.

### STATUTORY INFORMATION

#### PARTICULARS OF EMPLOYEES

None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption and foreign exchange earnings and outgo for the financial year 2018–19 is annexed as Annexure 'B' which forms part of this Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 the Board of Directors, to the best of their knowledge and ability in respect of the financial year ended on 31<sup>st</sup> March, 2019 confirm that:

- i) in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the Annual Accounts of the Company on a going concern basis.
- v) they have laid down internal financial controls to be followed by the Company and that such internal

financial controls are adequate and were operating effectively; and

- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## FIXED DEPOSITS

During the year under review, the Company has neither accepted nor renewed any deposits from public in terms of provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014.

However, in terms of Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, the outstanding amount of unsecured loan from directors was Rs. 29,41,297 which was taken in the preceding years. The Company did not accept any unsecured loans from Directors during the year.

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY

Your Company has not given any loans and guarantees or provided security attracting provisions of Section 186 of the Companies Act, 2013.

Your Company has made the following investments.

(Amount in Rs.)			
Particulars	Curent Value	Market Value	Change
ICICI Prudential Mutual Fund (8,58,628.780 UNITS @24.3859)	1,96,00,000.00	2,09,38,435.57	13,38,435.57
S.B.I. Dual Advantage Fund (2,00,000 UNITS @10.4186)	20,00,000.00	20,83,720.00	83,720.00
HDFC Corporate Bond Fund (3,10,948.378 UNITS @20.8105)	64,00,000.00	64,70,991.22	70,991.22
ICICI Prudential Liquid Fund (G) (3,824.737 Units @275.4187)	10,00,000.00	10,53,404.09	53,404.09
<b>Total</b>	<b>2,90,00,000.00</b>	<b>3,05,46,550.88</b>	<b>15,46,550.88</b>

## EXTRACT OF ANNUAL RETURN

The extracts of the Annual Return in Form MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management & Administration) Rules 2014 is included in this report as 'Annexure-C' and forms an integral part of this Report.

## LISTING

The Equity Shares of Company continued to be listed

at BSE Limited and the Annual Listing has been paid up-to date.

## INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The Company has in place internal financial control systems, commensurate with the size of the Company and the nature of its business, with reference to financial statements. The Audit Committee of the Board of Directors regularly reviews the adequacy and effectiveness of the

Internal Control Systems and suggests improvement to strengthen them.

### **COMPLIANCE WITH SECRETERIAL STANDARDS**

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings(SS-2) issued by The Institute of Company Secretaries of India.

### **AUDIT COMMITTEE, VIGIL MECHANISM & RISK MANAGEMENT**

The composition of Audit Committee is in line with the provisions of Section 177 of the Act read with Regulation 18 of the SEBI( Listing Obligations and Disclosure Requirements) 2015. The Audit Committee comprises of five members and all members are Independent Directors .The Company Secretary is the Secretary of the Committee. All transactions with related parties are on arms' length basis. During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee. The Company has in place a vigil mechanism for Directors and Employees, to report genuine concerns about any wrongful conduct with respect to the Company or its business or affairs. This policy covers malpractices, misuse or abuse of authority, fraud, violation of the Company's policies or rules, manipulations, negligence causing danger to public health and safety and other matters or activity on account of which the interest of the company is affected or likely to be affected and formally reported by whistle blowers. If an investigation leads the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit.

### **RISK MANAGEMENT**

Risk is a inherent factor in business cycle and cannot be avoided. However, proper planning and checks lead to risk mitigation. The Audit Committee has also been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risks which the Company may be exposed to. The Board also reviews the risk management, assessment and minimization procedures. Further, in accordance with SEBI Regulations, a Risk Management Committee has also been formed which also oversees the risk management of the company.

### **INSIDER TRADING**

In compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and to pre-

serve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Insiders ('Insider Trading Code') and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of Fair Disclosure')

The Insider Trading Code is intended to prevent misuse of unpublished price sensitive information by insiders and connected persons and ensures that the Directors and specified persons of the Company and their dependants shall not derive any benefit or assist others to derive any benefit from access to and possession of price sensitive information about the company which is not in the public domain, that is to say, insider information.

The Code of Fair Disclosure ensures that the affairs of the Company are managed in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders.

### **POLICY ON SEXUAL HARRASMENT**

Prevention and control of sexual harassment at workplace constitutes an important part of corporate culture while aligning with best practices and improving management processes. The company has zero tolerance for sexual harassment at workplace and has adapted a policy on prevention, prohibition and redressal of sexual harassment at workplace with a mechanism of lodging complaints and has constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013 and the rules framed there under. No complaints were reported to the Board for sexual harassment of women at workplace during the financial year 2018-19.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred from the end of the financial year 2018-19 till the date of this Report. Further, there was no change in the nature of business of the Company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

During the year under review, there were no signifi-

cant and material orders passed by the Regulators, or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

The details of material contracts / arrangements / transactions at arm's length basis for the year ended 31<sup>st</sup> March, 2019 is annexed hereto and form part of this Report as '**Annexure E**'.

Your Directors draw attention of the Members to Note

No.33 to the Financial Statement which sets out all related party disclosures.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to place on record appreciation for the co-operation and support extended by various departments of the Central and State Governments(s), Bankers and Business associates.

Your Directors also place on record their appreciation for the contribution made by employees at all the levels, Officers, Staff and Workmen. The consistent growth of your Company was made possible by their hard work, cooperation and support. Your Directors also take this opportunity to place on record their gratitude to the Members for their continued support and confidence with the company.

For and on behalf of the Board

KUNDAN LAL BHATIA  
*Chairman Cum Managing Director*  
DIN No. 00581799

KAPIL BHATIA  
*Managing Director*  
DIN No. 00582337

Place : Kanpur  
Date : 14<sup>th</sup> August, 2019



### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### INDUSTRY STRUCTURE & DEVELOPMENTS

The Company is engaged in manufacture of Coil Springs, Leaf Springs, LHB Springs and forging items. During the year under review, the Company has responded to the challenges by enhancing Customer focus and expanded its business by procuring the profitable orders by building the efficient sales and prompt delivery. The Company is optimistic about the long term opportunities while at the same time meeting the short term challenges hence best internal preparedness is being made to aggressively grab the opportunities and to take maximum advantage of such opportunities.

#### OPPORTUNITIES & THREATS

During the year under review, the Company has procured many profitable orders from Indian Railways, BHEL, BEML and other heavy industries and is expected to continue with the same. In the emerging competitive scenario, there is a compelling need to improve the global competitiveness of the various businesses to handle the competitive forces and to secure the customer base hence apart from others, Company is emphasizing on stringent quality control measure to accelerate continuous growth in supply orders of the Company's product.

#### PRODUCTWISE PERFORMANCE

The Company's position as the market leader is due to its persistent efforts and emphasis in the areas like product quality, introduction of new products through in-house development, competitive pricing and extremely competitive cost structure, continuous product improvement and dynamic approach to situation. In future, Company is firm, with its object of serving the end user of Company's product in an efficient and timely manner.

#### RISKS AND CONCERNS

In the coming decade, the main focus would be on enhancing efficiency and productivity, and on innovation driven by changing customer demands. Price sensitivity of the Indian consumer, cost optimization needs of manufacturers and increasing focus on environmental concerns will drive critical changes in market.

Currently, the Company perceives the following main business risks:

- a) Exposed to volatility in raw material prices;
- b) Pressure on selling price due to increase in competition.

Company is trying to work out long term contracts with suppliers with a view to ensure uninterrupted supply of input feed mix. The assets, buildings, plant & machinery and stock of the Company are adequately insured.

#### OUTLOOK

In the back of significant market, opportunities described earlier, the outlook for the coming year is extremely promising. Your Directors are of view that if conscious strategy to reduce production cost and development of new products is being followed, coupled with the supportive markets, financial performance of the Company shall stage a turnaround.

#### INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company is committed to maintain internal control systems and procedures designed to provide reasonable assurance for orderly and efficient conduct of business and security of its assets. Actual performance is constantly monitored by the management. The Company has a well-defined Organization Structure and authority level. The internal control system is supplemented by an extensive review by the management and documented policies, guidelines and procedures.

#### HUMAN RESOURCE

The Company believes that its employees are a vital resource in the current business environment. To ensure that this resource plays important role in the performance of the Company, the Company is pursuing the following:

- It is engaged in providing continuous training and all round exposure to its people.
- It is inviting suggestions from all the employees on regular basis and is also engaged in obtaining feed back in a meaningful way from time to time.
- It is ensuring proper empowerment of employees to foster a sense of ownership among them.

In brief, it is providing an opportunity to all employees to utilize their full potential and grow in the Organization.

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance guidelines and best practices have evolved over a period of time. We, at Frontier Springs Limited, believe that as we move towards achieving our growth targets, our Corporate Governance processes must adhere to the globally benchmarked standards and sound corporate governance is critical in enhancing and retaining investor trust. Accordingly, we always seek to ensure that we attain our performance goals with integrity. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We always ensure timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company. Our Corporate Governance practices are driven by timely disclosures; transparent accounting policies and high levels of integrity in decision-making. All our steps helps in protecting the long-term interests of all our stakeholders.

### 2. BOARD OF DIRECTORS:

#### A. Composition and category of Board of Directors ,Attendance at Board Meetings, at last Annual General Meeting and details of Membership of other Boards/Committees:

As on 31<sup>st</sup> March, 2019, the Board of Frontier Springs Limited consisted of three Whole Time Directors and five Non-Executive Directors all of whom are Independent Directors and two Woman Directors. The composition of the Board and other relevant details relating to Directors during the Financial Year 2018-19 are as under:

Name of Director(s)	Category	No. of Board Meeting Attended	Whether attended last AGM	No. of other Director-ship	No. of other Committee Chairmanship	No. of other Committee Membership
Shri Kundan Lal Bhatia (DIN : 00581799)	Promoter-Executive	3	Yes	–	1	–
Shri Kapil Bhatia (DIN : 00582337)	Promoter-Executive	4	Yes	–	–	–
Shri Neeraj Bhatia (DIN : 00582395)	Promoter-Executive	3	No	–	–	–
Smt Mamta Bhatia (DIN : 03480368)	Promoter-Executive	4	Yes	–	–	–
Shri Manju Bhatia (DIN : 03480362)	Promoter-Executive	2	No	–	–	–
Shri R.N Trivedi (DIN : 03243439)	Non Executive & Independent	4	Yes	1	–	3
Shri Yashpal (DIN : 00929185)	Non Executive & Independent	4	Yes	1	2	3
Shri R. K. Bhatia (DIN : 00958948)	Non Executive & Independent	3	No	–	–	3
Shri Sarabjit Singh (DIN : 07705856)	Non Executive & Independent	4	Yes	–	1	3
Shri Nimesh Mukerji (DIN : 07705885)	Non Executive & Independent	4	No	–	–	3

Mr K.L Bhatia is paternal uncle of Mr. Kapil Bhatia & Mr. Neeraj Bhatia. Mrs. Mamta Bhatia is wife of Mr. Kapil Bhatia; Mrs. Manju Bhatia is wife of Mr. Neeraj Bhatia.

The number of Directorships, Committee Membership(s)/Chairmanship (s) of all directors is within respective limits prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as 'Listing Regulations').