



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

**CIN : L17119UP1981PLC005212**

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## **NOTICE**

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

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

### **SPECIAL BUSINESS:**

- 4) To re-appoint Shri K.L. Bhatia as Chairman cum Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of such other authorities as may be necessary, consent of the Company be and is hereby accorded for re-appointment of Shri Kundan Lal Bhatia, as Chairman Cum Managing Director for a period of five years w.e.f. 1<sup>st</sup> April, 2020 on the terms and conditions including remuneration which are hereby approved for a period of three years as under:-

**SALARY** : Rs. 1,50,000 per month.

**PERQUISITES** : In addition to the salary, the Chairman Cum Managing Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

### **PART-A**

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs. 25,000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month's salary per year to three months' salary in a block of three years.
- (iii) **Leave Travel Concession** – Actual amount incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs. 2,00,000/- (Rupees Two Lacs) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company. Including reimbursement of travelling expenses of the family accompanying the Chairman Cum Managing Director on any official trip.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spend in any foreign country for self and family in a block of two years shall be reimbursed, subject to ceiling of Rs. 5,00,000/- (Rupees Five Lacs Only).
- (vi) **Education Allowances** – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.
- (vii) **Club fee** – Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (viii) **Personal Accident Insurance** – Premium not to exceed Rs.4,000/- per annum.

## FORTIETH ANNUAL GENERAL MEETING NOTICE

### PART-B

- (i) Contribution to (a) Provident Fund or National Pension Scheme (b) Super Annuation Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service.

### PART-C

The Company shall provide a car with driver and telephone at the residence of the Chairman Cum Managing Director. Provision of car for use of Company's business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Chairman Cum Managing Director.

The Chairman Cum Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be encashed.

### ADDITIONAL REMUNERATION / INCENTIVE

In addition to the Salary & Perquisites, as specified supra, the Chairman Cum Managing Director shall be entitled to receive additional remuneration / Incentive based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed the limits laid down under Schedule V read with other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Chairman Cum Managing Director.

**"RESOLVED FURTHER THAT** where in any financial year during the currency of term of Chairman Cum Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Chairman Cum Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of

appointment of Shri K.L Bhatia from time to time, during the tenure of his appointment as a Chairman Cum Managing Director of the Company including salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution."

- 5) To re-appoint Shri Kapil Bhatia as Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of such other authorities as may be necessary, consent of the Company be and is hereby accorded for reappointment of Shri Kapil Bhatia, as Managing Director for a period of five years w.e.f. 5<sup>th</sup> Janaury, 2020 on the terms and conditions including remuneration which are hereby approved for a period of three years as under:-

**SALARY** : Rs 7,00,000/- (Rupees Seven Lakhs only) per month.

**PERQUISITES** : In addition to the salary, the Managing Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

### PART-A

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs. 25,000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month's salary per year to three months' salary in a block of three years.

- (iii) **Leave Travel Concession** – Actual amount incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs. 2,00,000/- (Rupees Two Lakhs only) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company. Including reimbursement of travelling expenses of the family accompanying the Managing Director on any official trip.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spend in any foreign country for self and family in a block of two years shall be reimbursed, subject to ceiling of Rs 5,00,000/- (Rupees Five Lakhs Only).
- (vi) **Education Allowances** – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.
- (vii) **Club fee** – Reimbursement of fees of clubs subject to maximum of four clubs. No admission and life membership fees will be paid.
- (viii) **Personal Accident Insurance** – Premium not to exceed Rs.4,000/- per annum.

#### **PART-B**

- (i) Contribution to (a) Provident Fund and / or National Pension Scheme (b) Super Annuation Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service.

#### **PART-C**

The Company shall provide a car with driver and telephone at the residence of the Managing Director. Provision of car for use of Company's business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

The Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be en-cashed.

#### **ADDITIONAL REMUNERATION / INCENTIVE**

In addition to the Salary & Perquisites, as specified supra, the Managing Director shall be entitled to receive additional remuneration / Incentive based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed the limits laid down under Schedule V read with other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Managing Director.

**“RESOLVED FURTHER THAT** where in any financial year during the currency of term of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Kapil Bhatia from time to time, during the tenure of his appointment as Managing Director of the Company including salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

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

## FORTIETH ANNUAL GENERAL MEETING NOTICE

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded for re-appointment of Shri Neeraj Bhatia, as Whole-time Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2020 on the terms and conditions including remuneration which are hereby approved for a period of three years as under:-

**SALARY** : Rs 7,00,000/- (Rupees Seven Lakhs only) per month.

**PERQUISITES** : In addition to the salary, the Whole-time Director shall be entitled to following perquisites categorized in three Parts A, B & C as follows:

### **PART-A**

- (i) **Housing** – The expenditure incurred by the Company on Gas, Electricity, water & furniture subject to maximum of Rs. 25,000/- p.m. and shall be valued as per Income-Tax Rules, 1962.
- (ii) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of one month's salary per year to three months' salary in a block of three years.
- (iii) **Leave Travel Concession** – Actual amount incurred in respect of leave travel for proceeding to any place in India for self and family once in a year shall be reimbursed, subject to ceiling of Rs. 2,00,000/- (Rupees Two Lakhs only) per annum. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company. Including reimbursement of travelling expenses of the family accompanying the Director on any official trip.
- (v) **Entertainment and Vacations expenses** - Reimbursement of entertainment, stay and travelling expenses associated with vacations spend in any foreign country for self and family in a block of two years shall be reimbursed,

subject to ceiling of Rs. 5,00,000/- (Rupees Five Lakhs Only).

(vi) **Education Allowances** – Reimbursement of Education expenses and all other related expenses for the purposes of education of the Children shall be reimbursed if any, actually and properly incurred.

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

(viii) **Personal Accident Insurance** – Premium not to exceed Rs.4,000/- per annum.

### **PART-B**

- (i) Contribution to (a) Provident Fund and / or National Pension Scheme (b) Super Annuation Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service.

### **PART-C**

The Company shall provide a car with driver and telephone at the residence of the Whole-time Director. Provision of car for use of Company's business and telephone at residence will not be considered as perquisite. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole-time Director.

The Whole-time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leave. However, leave accumulated but not availed will be allowed to be en-cashed.

### **ADDITIONAL REMUNERATION / INCENTIVE**

In addition to the Salary & Perquisites, as specified supra, the Whole-time Director shall be entitled to receive additional remuneration / Incentive based upon the quarterly financial performance of the Company, subject to the condition that the total remuneration payable to him shall not exceed the limits laid down under Schedule V read with other applicable provisions of the Companies Act, 2013 and Rules framed thereunder. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Whole-time Director.

**“RESOLVED FURTHER THAT** where in any financial year during the currency of term of Whole-time Director, the Company has no profits or its profits



are inadequate, the Company shall pay to Whole-time Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Neeraj Bhatia from time to time, during the tenure of his appointment as Whole-time Director of the Company including salary, perquisites and additional remuneration / incentive, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

7. To appoint Shri Keshao P Somkuwar (DIN:08712772) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

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

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

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

8. To ratify the remuneration of the Cost Auditors in respect of Company's product 'Steel', for the financial year ending 31st March, 2021 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. R. M. Bansal & Co., Cost Accountants (having Firm Registration No. 000022), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the Cost Records of the Company in respect of its product 'Steel' for the financial year ending 31st March, 2021 amounting to Rs. 50,000/- (Rupees Fifty Thousand only) per year, plus taxes as applicable and re-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  
Dated : 05<sup>th</sup> September, 2020

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

#### **NOTES:**

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

## FORTIETH ANNUAL GENERAL MEETING NOTICE

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

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

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

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

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

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

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

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

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

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

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

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

Commencement of Remote e-voting

**Sunday, 27th September, 2020, 9.00 A.M. IST**

End of Remote e-voting

**Tuesday, 29th September , 2020, 5.00 P.M. IST**

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

16. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Securities Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Shri S.K. Gupta, (FCS-2589) and failing him Ms. Divya Saxena, (FCS-5639) Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

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

## FORTIETH ANNUAL GENERAL MEETING NOTICE

18. Any person who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the Login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User Id and password for casting the vote.
19. Members desiring any information with respect to Accounts are requested to write to the Company atleast seven days in advance from the date of the meeting so as to enable the management to keep the information ready and furnish the same at the meeting, if the Chairman permits to do so.
20. The equity shares of the Company are compulsorily tradable in demat form. The equity shares have been assigned ISIN INE572D1014.

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

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

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

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

22. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
23. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018; the

Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form. **Members are requested to get their details updated by sending the below-mentioned documents along-with a duly signed request letter to "RTA":**



- a) **Self-attested copy of PAN Card of all the holders;**
  - b) **Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;**
  - c) **Self-attested copy of address proof (viz. aadhaar, voter-id, passport, driving license, any utility bill not older than 3 months**
24. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
25. Voting through electronic means-Detailed Instructions are given separately.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM ,first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make not later than 48 hours from the conclusion of the AGM a consolidated Scrutinizers Report of the total votes cast in favour or against , to the Chairman of the Company ('the Chairman') or to any other person authorized by him, who shall countersign the same. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, CDSL, and RTA and will also be displayed on the Company's website, [www.frontiersprings.co.in](http://www.frontiersprings.co.in)
27. The recorded transcript of the forthcoming AGM on September 30,2020 shall also be made available on the website of the Company at [www.frontiersprings.co.in](http://www.frontiersprings.co.in) ,as soon as possible after the meeting is over.
28. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

## FORTIETH ANNUAL GENERAL MEETING NOTICE

### ANNEXURE TO NOTICE

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

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