

FRONTIER ALLOY STEELS LIMITED

Registered Office – KM 25/5 & 6, Kalpi Road,
Rania, Kanpur Dehat- 209304
CIN: U27105UP1986PLC007967

Tele. Office: 09235396513
E-mail: frontieralloy@yahoo.co.in

Notice

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Frontier Alloy Steels Limited will be held on Monday, the 30th day of September 2019 at 12:00 PM. at KM 25/5 & 6, Kalpi Road, Rania, Kanpur Dehat 209304 (U.P.) to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend for the year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Chandan Bhatia (DIN: 00615086), who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mrs. Preeti Bhatia (DIN: 03476792), who retires by rotation and, being eligible, offers himself for reappointment.
5. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, as amended from time to time, M/s. Sudhindra Jain & Co (FRN No. 001614C), Chartered Accountants, Kanpur retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company for a period of Five years, to hold office from the conclusion of 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors”

SPECIAL BUSINESS:

6. **To consider Ratification of Remuneration Payable to Cost Auditor and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.**

Resolved that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration amounting to Rs.55,000/- (Inclusive of all the out of Pocket expenses) Plus GST payable to M/s Rakesh Mishra & Co (Firm Registration Number 00249) Cost Accountants, Kanpur, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 be and is hereby ratified by the members of the Company.

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

7. **To consider Re-Appointment of Mr. Prem Mohan Gupta, as an Independent Non-Executive Director and if thought fit, to Pass With Or Without Modification(S) The Following Resolution As Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“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) read with Schedule IV to the act Mr. Prem Mohan Gupta (DIN: 02225024), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.”

8. Alteration of the Objects Clause of the Memorandum of Association of The Company and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s), if any, from the competent authorities, consent of the members of the Company be and is hereby accorded to make the following amendments:-

- A) Substituting the heading of Clause III (A), " MAIN OBJECTS TO BE PERUSED BY THE COMPANY ON ITS INCORPORATION ARE" with the words "**THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**".
- B) Substituting the heading of Clause III (B), " OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS " with the words "**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE**".
- C) To replace the existing sub-clauses 1 to 43 of Clause III (B) which contains various references of Companies Act 1956 with the sub-clause 1-43, as provided in the Annexure-1 attached to the Explanatory Statement to make it in consistent with the provisions of Companies Act 2013 and to add relevant sub-clause 44-48 from the other object clause which are necessary for the furtherance of the objects clause as specified in clause III (a) as provided in the Annexure-I attached to the Explanatory Statement from the other object clause

“RESOLVED FURTHER THAT the Clause III (B) of the Memorandum of Association be consecutively numbered after taking into consideration the above mentioned amendments.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.”

9. Deletion of the Other Objects Clause of the Memorandum of Association and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 4, 6, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting the Clauses III(C) 1 to III(C) 19.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.”

10. Amendment of the Liability Clause of the Memorandum of Association and if thought fit, to Pass With Or Without Modification(S) The Following Resolution As Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby amended by replacing the existing Clause IV with the following new Clause IV:

Clause IV: “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.”

11. Alteration of Articles Of Association and if thought fit, to Pass With Or Without Modification(s) the following resolution As Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 185 with the new regulations 1 to 103 a copy of which is annexed to the explanatory statement as *Annexure-2*, and the same be and are hereby adopted as new regulations of the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.”

By the Order of Board of Directors
For FRONTIER ALLOY STEELS LIMITED


(Mallika Gupta)
Company Secretary

Date : 25.05.2019
Place : Kanpur Dehat
Registered : KM 25/5 & 6, Kalpi Road, Rania,
Office : Kanpur Dehat- 209304, U.P.
CIN : U27105UP1986PLC007967

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) in number 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 cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A Blank Proxy Form is annexed hereto.
2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 6 to 11 of the accompanying Notice are annexed hereto.
3. The Record Date for evaluating the shareholders eligible for Dividend Payout shall be 28th September 2019.
4. A route map showing directions to reach the venue of the 33rd AGM is given at the end of this Notice.
5. The Company has a sum of Rs. 42,180.20 lying in the Frontier Alloy Steels Limited Unpaid Dividend Account for the year 2016-17 with YES Bank Limited and the due date of Transfer to IEPF is 16th September 2024.
6. The Company has a sum of Rs. 77580.40 lying in the Frontier Alloy Steels Limited Unpaid Dividend Account for the year 2017-18 with YES Bank Limited and the due date of Transfer to IEPF is 30th October 2025.
7. Brief Profile of the Directors is enclosed with the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 6:- Ratification of Remuneration of Cost Auditor

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Rakesh Mishra & Co. (Firm Registration Number 00249) Cost Accountants, Kanpur, to conduct the audit of the cost records of the Company pertaining to the financial year ending March 31, 2020, at a remuneration of Rs. 55000/- (Inclusive of all the out of pocket expenses) plus GST as may be applicable based on the scope of work which was recommended by the Audit Committee.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), ratification for the remuneration paid to the Cost Auditors for the Financial Year 2019-20 by way of an ordinary resolution is being sought from the members.

The Resolution is recommended for your approval.

None of the Directors and Key Managerial Personnel of the Company is interested in the resolution.

Item No. 7:- Re-Appointment of Independent Director

The Board of Directors of the Company recommended re-appointment of Mr. Prem Mohan Gupta as Independent Director of the Company. He has been associated with the Company since 2010 and has been mentoring the Board towards a progressive growth. He is a fellow member of Institute of Chartered Accountant of India (ICAI) and his strong financial acumen has helped the Board in Financial Planning, Budgeting and Long term Growth Prospects.

In accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") if any, 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) read with Schedule IV to the Act, re-appointment of Mr. Prem Mohan Gupta as Independent Director of the Company is being sought from the members by way of Special resolution.

The Resolution is recommended for your approval.

None of the Directors and Key Managerial Personnel of the Company is interested in the resolution.

Item No. 8-10-Amendment in the Memorandum of Association of the Company

Upon enactment of the Companies Act, 2013 various provisions of the Companies Act, 1956 have been repealed and considering the same the Memorandum of Association of the Company needs to be re-aligned as per the provisions of the new Act. Your Directors in their meeting held on 25th May 2019 approved, subject to the approval of the members the amendments in the Memorandum of Association of the Company.

- A) Substituting the heading of Clause III (A), " MAIN OBJECTS TO BE PERUSED BY THE COMPANY ON ITS INCORPORATION ARE" with the words "**THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**".
- B) Substituting the heading of Clause III (B), " OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS " with the words "**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE**".
- C) To replace the existing sub-clauses 1 to 43 of Clause III (B) which contains various references of Companies Act 1956 with the sub-clause 1-43, as provided in the Annexure-1 attached to the Explanatory Statement to make it in consistent with the provisions of Companies Act 2013 and to add relevant sub-clause 44-48 from the other object clause which are necessary for the furtherance of the objects clause as specified in clause III (a) as provided in the Annexure-1 attached to the Explanatory Statement from the other object clause
 - **Deletion of the other objects clause of the Memorandum of Association.**
 - **Amendment of the Liability Clause of the Memorandum of Association.**

As per Section 4 and 13 the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, any alterations proposed to be made in the Memorandum of Association of the Company requires the approval of the members vide a Special Resolution. A copy of the altered Memorandum of Association will be available for inspection at the registered office of the Company on any the day of meeting.

Accordingly, the Board of Directors of the Company seeks the approval of the members of the Company for the aforesaid alteration by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company is interested in the resolution.

ITEM NO. 11:- Adoption of New Articles of Association of the Company

Upon enactment of the Companies Act, 2013 various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. Accordingly, it is proposed to amend the Articles of Association of the Company as per Annexure-2, primarily based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by Shares, and also including such additional matters as are necessary for the management of the Company in place of the existing Articles of Association.

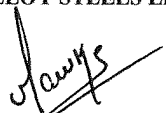
Your Directors in their meeting held on 25th May 2019, approved the adoption of new set of Articles of Association, subject to the approval of the members and for the exclusion of the existing Articles of Association.

By virtue of Section 5 and 14 of the Companies Act, 2013, approval of Members is required by way of Special Resolution in General Meeting to amend the Articles of Association of the Company. A copy of the altered Article of Association will be available for inspection at the registered office of the Company on any the day of meeting.

Accordingly, the Board of Directors of the Company seek the approval of the members of the Company for the aforesaid alteration by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company is interested in the resolution.

**By the Order of Board of Directors
For FRONTIER ALLOY STEELS LIMITED**


**(Manika Gupta)
Company Secretary**

Date : 25.05.2019
Place : Kanpur Dehat
Registered :-KM 25/5 & 6, Kalpi Road, Rania,
Office : Kanpur Dehat- 209304, U.P.
CIN : U27105UP1986PLC007967

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Particulars	Mr. Chandan Bhatia	Mrs. Preeti Bhatia	Mr. Prem Mohan Gupta
DIN	00615086	03476792	02225024
Date of Birth	21/10/1973	22/02/1977	10/04/1951
Experience	Mr. Chandan Bhatia, an Engineer by profession, looks after the technical department and the overall administration at our Paonta Sahib Unit. He also takes care of the technical segment in the manufacturing process of our product. Having an experience of more than 17 years, the Company under his leadership continues to make high quality products with latest technical up gradations	Mrs. Preeti Bhatia has completed her Master's from Christ Church College in M.A. and has an overall experience of 7 years managerial skills. Mrs. Preeti Bhatia has been handling the managerial affairs of the company, since 2017, her appointment in the company has resulted in value addition and upscale growth of the Company.	Mr. Prem Mohan Gupta is the Independent Director of the Company. He has been associated with the Company since 2010 and has been mentoring the Board towards a progressive growth. He is a fellow member of Institute of Chartered Accountant of India (ICAI) and his strong financial acumen has helped the Director in Financial Planning, Budgeting and Long term Growth Prospects. Besides he has been associated with the Rahman Industries Limited since 2011.
Date of Appointment on the Board	1 st April 2009	1 st September 2017	22 nd February 2010
Expertise in specific functional area	Business	Business	Finance
Chairman / Director of other Companies	NIL	NIL	Rahman Industries Limited
Chairman / Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	He is a Chairman of Nomination and Remuneration Committee and Audit Committee and also a member of Corporate Social Responsibility Committee of the Board of Directors of Rahman Industries Limited
Shareholding of Director in the Company	784240 shares	819325 shares	NIL
Relationship with other Director(s).	Relative of Promoter Directors	Relative of Promoter Directors	Independent Director
No. of Meetings of the Board attended during the year	5 Meetings in the year 2018-19	5 Meetings in the year 2018-19	6 Meetings in the year 2018-19

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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]

CIN:	U27105UP1986PLC007967
Name of the company:	Frontier Alloy Steels Limited
Registered Office:	KM 25/5 & 6 Kalpi Road Rania Kanpur Dehat 209304

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 named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on the 30th day of September 2019 at 12:00 p.m. at Registered office of the Company KM 25/5 & 6 Kalpi Road Rania Kanpur Dehat 209304 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To declare dividend for the year ended March, 31 st 2019.		
3.	To appoint a Director in place of Mr. Chandan Bhatia, who retires by rotation and, being eligible, offers himself for reappointment.		
4.	To appoint a Director in place of Mrs. Preeti Bhatia, who retires by rotation and, being eligible, offers himself for reappointment.		
5.	To approve Reappointment of Statutory Auditors		
6.	To consider Ratification of Remuneration Payable to Cost Auditor and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.		
7.	To consider Re-Appointment of Mr. Prem Mohan Gupta, as an Independent Non-Executive Director and if thought fit, to Pass With Or Without Modification(S) The Following Resolution As Special Resolution		
8.	Alteration of the Objects Clause of the Memorandum of Association of The Company and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution		
9.	Deletion of the Other Objects Clause of the Memorandum of Association and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution		
10.	Amendment of the Liability Clause of the Memorandum of Association and if thought fit, to Pass With Or Without Modification(S) The Following Resolution As Special Resolution		
11.	Adoption of New Set of Article Of Association and if thought fit, to Pass With Or Without Modification(s) the following resolution As Special Resolution		

Signed this day of 2019

Signature of the Shareholder

Signature of the Proxy holder(s)

Please affix
Rs. 1/-
Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.

FRONTIER ALLOY STEELS LIMITED

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Route Map to the Venue:

