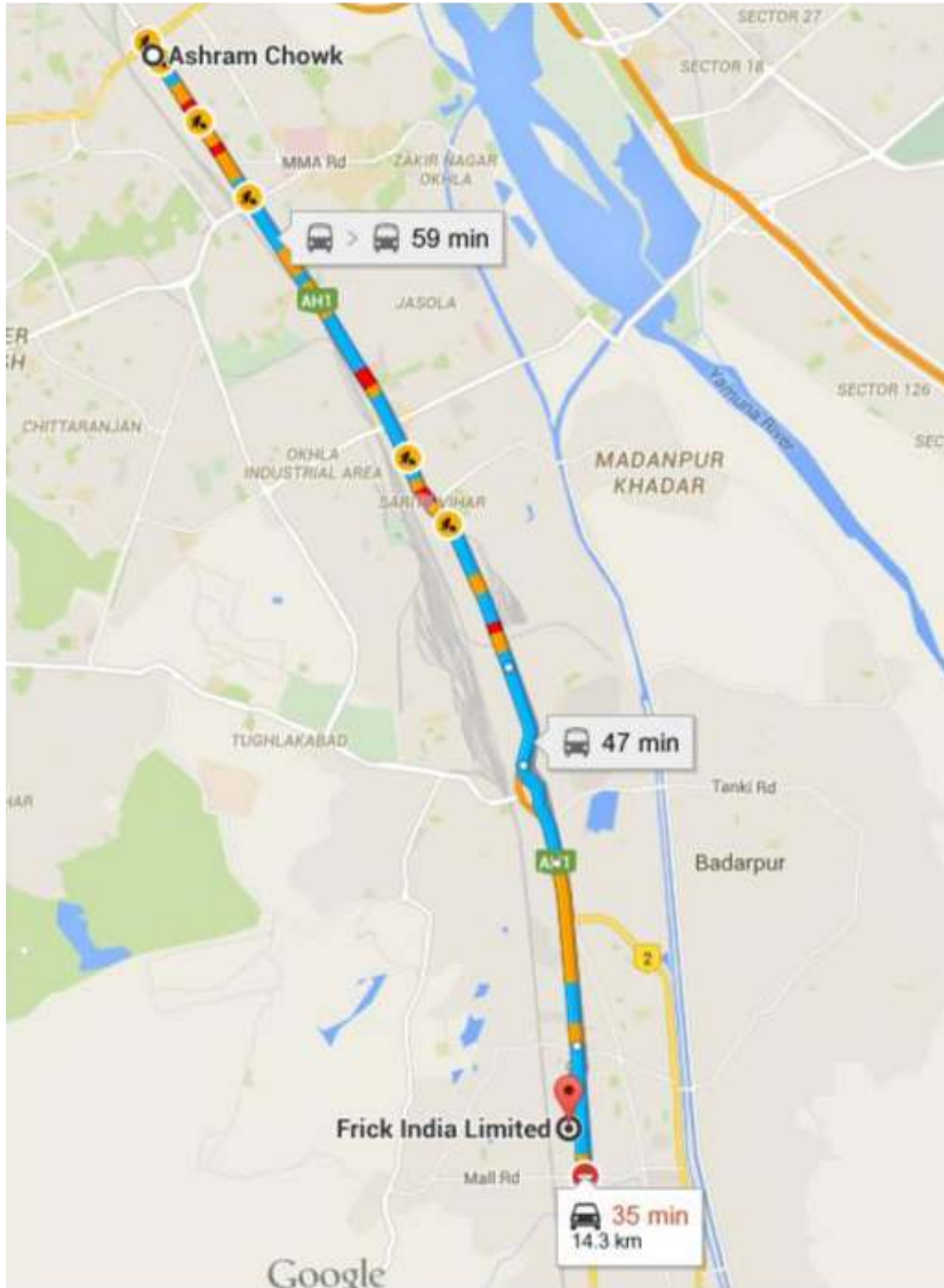




Frick India Limited
(CIN - L74899HR1962PLC002618)
Regd. Office: -
21.5 KM, Main Mathura Road,
Faridabad-121003 (Haryana)
Ph. 0129-2275691-94, 2270546-47
Fax. 0129-2275695
Email - cs@frickmail.com
Website - www.frickweb.com

54th Annual General Meeting of
Frick India Limited will be held on
Friday, September 08, 2017 at
11:00 AM.



COMPANY INFORMATION

Registered Office & Works	: Frick India Limited CIN - L74899HR1962PLC002618 21.5 Km., Main Mathura Road, Faridabad -121003. (Haryana) Ph : 91-2275691-94, 2270546-47 Fax : 0129-2275695 E mail: fbd@frick.co.in
Corporate Office	: 809, Suryakiran Building, 19 K. G. Marg, New Delhi -110001 Ph: 23322381/84/91 Fax: 011-23322396 E mail: delhi@frick.co.in
Website	: www.frickweb.com

BOARD OF DIRECTORS

Managing Director	: Mr. Jasmohan Singh
Non-Executive Directors	: Ms. Jasleen Kaur : Ms. Gurleen Kaur
Independent Directors	: Mr. Ramesh Chandra Jain : CA Mahender K Doogar : CA Jaswinder Singh Jassal : CA. Divaker Jagga # : Mr. Madhav B Shriram * : Mr. Ishtpal Singh

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Mahender K. Doogar	: Non-Executive, Independent Director cum Chairman
Mr. Jasmohan Singh	: Member
Mr. Ramesh Chandra Jain	: Member
Mr. Jaswinder Singh Jassal	: Member
Mr. Divaker Jagga	: Member
Mr. Madhav Bansidhar Shriram	# : Member
Mr. Ishtpal Singh	* : Ex - Chairman

NOMINATION & REMUNERATION COMMITTEE :

Mr. Ramesh Chandra Jain	: Non-Executive, Lead Independent Director cum Chairman
Mr. Jasmohan Singh	: Member
Mr. Divaker Jagga	: Member
Mr. Madhav B. Shriram	# : Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ramesh Chandra Jain	: Non-Executive, Lead Independent Director cum Chairman
Mr. Jasmohan Singh	: Member
Mr. Divaker Jagga	: Member
Mr. Madhav B. Shriram	# : Member

Mr. Madhav Bansidhar Shriram, resigned as the Independent Director of the Company effective from March 24, 2017.

* Mr. Isht Pal Singh due to his sad demise, ceased to be Independent Director of the Company effective from July 03, 2016.

COMMITTEE ON CORPORATE SOCIAL RESPONSIBILITY

Mr. Ramesh Chandra Jain	:	Chairman
Mr. Jasmohan Singh	:	Member
Ms. Gurleen Kaur	:	Member

KEY MANAGERIAL PERSONNEL

Mr. Jasmohan Singh	:	Managing Director
CA. Sharad Bhatnagar	:	Director (Finance & Taxation) & CFO
CS. Girish Kumar Gakhar	:	Company Secretary-Cum-Senior Manager (Secretarial and Legal Affairs)

AUDITORS

Statutory Auditors	:	M/s Raghu Nath Rai & Co.
Cost Auditors	:	M/s Balaji & Associates
Secretarial Auditors	:	M/s Aditi Agarwal & Associates
Internal Auditors	:	Grant Thornton CMA H. R. Gupta

BANKERS	:	Canara Bank State Bank of India ICICI Bank Limited HDFC Bank Limited
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REGISTRAR & TRANSFER AGENT	:	Link Intime India Private Limited A-44, Community Centre, 2nd Floor, Naraina Indl Area Ph-I, Near PVR Naraina, New Delhi-110 028. Ph : 011-41410592/93/94. Email ID: delhi@linkintime.co.in
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FIVE YEARS FINANCIAL REVIEW		(Rs. in Lakhs)			
Year Ending 31st March	2017	2016	2015	2014	2013
Net Sales (Including Other income)	26114.92	21279.99	15744.31	17332.35	16184.30
Assets before Depreciation	3248.71	2953.36	2717.22	2463.73	2412.62
Equity Capital (Rs. 60 Lakhs) Plus Reserves	12168.47	10950.11	9799.24	9178.12	8340.86
Profit Before Taxation	1923.46	1627.75	920.44	1515.84	954.51
Provision for taxation (Net)	705.10	458.83	284.92	664.54	283.25
Dividend	-	15.00	12.00	12.00	12.00
	PERCENTAGE				
Rate of Dividend	-	25	20	20	20

Previous year's figures have been re-casted / regrouped / rescheduled, wherever considered necessary.



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Fax. 0129-2275695
Email - cs@frickmail.com
Website - www.frickweb.com

NOTICE OF 54th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 54th ANNUAL GENERAL MEETING of Frick India Limited will be held on Friday, the 8th day of September, 2017 at 11:00 A.M. at the Registered Office of the Company situated at 21.5 Km, Mathura Road, Faridabad-121 003 (Haryana), India, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company i.e. Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2017 together with the Reports of the Board of Directors' & Auditors' thereon.
2. To declare dividend of Rs. 2.50/- per equity share on 599,975 fully paid-up equity shares of Rs. 10/-each for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Ms. Gurleen Kaur, Non-Executive Director [DIN: 05270533] who retires by rotation and being eligible, had provided the consent for re-appointment as the Non-Executive Director of the Company.
4. To appoint M/s Lodha & Co., Chartered Accountants, Firm Registration No. 301051E, as Statutory Auditors of the Company in place of the retiring Auditors M/s Raghu Nath Rai & Co. Chartered Accountants [Firm registration no. 000451N], to hold office from the conclusion of this Annual General Meeting until the conclusion of 59th Annual General Meeting of the Company and to fix their remuneration and for the purpose, 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 and Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended till date and pursuant to the recommendation made by the Audit Committee to the Board of Directors and subsequently approved by the Board of Directors of the Company M/s Lodha & Co., Chartered Accountants [Firm Registration No. 301051E], be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors M/s Raghu Nath Rai & Co. Chartered Accountants, [Firm registration no. 000451N], who shall hold office from the conclusion of this 54th Annual General Meeting for term of consecutive five years till the conclusion of its 59th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and the Managing Director of the Company be and is hereby authorised to fix such remuneration for and on behalf of the Board of Directors of the Company as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

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

SPECIAL BUSINESS

5. To ratify the remuneration of M/s Balaji & Associates, Cost Auditors [Registration No. 000112] for the Financial Year 2017-18 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 and all 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 thereof, for the time being in force), the Members be and is hereby ratify the payment of the remuneration to M/s Balaji & Associates, Cost Auditor for INR 130,000/- (Rupees One Lakh Thirty Thousand only) – exclusive of any taxes and statutory levies as applicable plus reimbursement of out of pocket expenses as may be incurred during the course of Cost Audit for the Financial Year 2017-2018, and also the Cost for conversion of requisite documents / Cost Audit Report and related annexures in Extensible Business Reporting Language (XBRL) shall also paid and be reimbursed by the Company.

RESOLVED FURTHER THAT an intimation be made in Form CRA-2 to the Central Government and such other Form(s) as may be prescribed by the Ministry of Corporate affairs, Government of India and that Mr. Jasmohan Singh, Managing Director and / or Mr. Girish Kumar Gakhar, Company Secretary of the Company, be and are hereby severally authorised to file / submit the application / form to the Central Government and to do all such acts as may be necessary in this regard.”

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act')

Item No. 5

The Board has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017- 2018 at a remuneration of INR 130,000/- [Indian Rupees One Lakh and Thirty Thousand Only] – exclusive of any taxes and statutory levies as applicable plus reimbursement of out of pocket expenses as may be incurred during the course of Cost Audit for the Financial Year 2017-2018, and also the Cost for conversion of requisite documents / Cost Audit Report and related annexures in Extensible Business Reporting Language (XBRL) shall also paid and be reimbursed by the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Promoters / Directors / Key Managerial Personnel of the Company / their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Date : May 15, 2017

Place : New Delhi

By Order of the Board of Directors
Frick India Limited
(Jasmohan Singh)
Managing Director
DIN: 00383412
Address: 5, Friends Colony (West),
New Delhi-110065

NOTES

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND A POLL TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., TO ATTEND AND VOTE AT THE MEETING ON THEIR BEHALF MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE.
- b) Members / Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 ('the Act'), are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 02, 2017 to Friday, September 08, 2017, (both days inclusive).
- d) Final dividend of Rs. 2.50 per equity share as recommended by the Board of Directors for the year ended 31st December, 2017 and subject to the approval of the shareholders at the ensuing Annual General Meeting, will be credited / dispatched, on or after the September 08, 2017 to the following Members or their mandate:
1. whose names appear as Beneficial Owners as at the end of the business hours on the September 01, 2017 in the lists of Beneficial Owners to be furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in electronic mode; and
 2. whose names appear as Members in the Register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar & Transfer Agents on or before September 01, 2017.
- e) Members are requested to notify to the Company any change in their address on or before the September 01, 2017 and if any of these requests are received later than the said date, the same will not be taken into account for the purpose of payment of dividend declared by the Company. Members are also requested to send their latest specimen signatures to the Company for updation of the record.
- Further, the Members whose shareholdings are in electronic mode are requested to directly correspond for change of address, notifications and updating thereon of saving bank account details to their respective Depository Participants, on an immediate basis. Members attending the meeting are requested to duly complete the enclosed attendance slip and deliver the same at the entrance of the meeting place.
- f) The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the person seeking re-appointment as Director under Item No. 3 of the Notice is annexed.
- g) Members are requested to bring their copy of Annual Report with them.
- h) Full version of the Annual Report will also be available on the website of the Company www.frickweb.com.
- i) In case of joint holders attending the Meeting, the members whose name appears as the first holder in the order of names as per Register of Members of the company will be entitled to vote.
- j) Explanatory Statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed herewith.
- k) Material documents pertaining to above resolutions are available for inspection at the Registered Office of the Company at 21.5 Km, Main Mathura Road, Faridabad (Haryana) during 2.00 p.m. to 4.00 p.m. on any working day and will also be available for inspection at the meeting.
- l) Queries on Financial Statements of the Company, if any, may please be sent at the Registered Office of the Company at least 7 (seven) days in advance of the Meeting so that answers may be made available at the Meeting.

- m) As per the extant of the said Act, every shareholder is entitled to nominate a person in accordance with the provisions of Section 72 of the Act to whom his / her shares in the Company shall vest in the unfortunate of his / her death. The members who wish to avail the facility of nomination may send in their nomination in Form SH-13 as prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a copy of which is enclosed in the Annual Report. Members holding shares in electronic mode may contact their respective Depository Participant for availing this facility.
- n) Members of the Company who hold equity shares in physical form are encouraged to utilize the Electronic Clearing System (ECS) for direct credit of dividend to their bank account. This notice includes an ECS Mandate Form for the benefit of the Members desiring to receive dividends through the ECS mode. Intimation in this regard should be sent to the Company immediately.
- o) Pursuant to provisions of Section 124 of the Act (Section 205A (5) and 205C of the erstwhile Companies Act, 1956), any money transferred to the unpaid dividend account which remained unpaid or unclaimed for a period of 7 years from the date of such transfer is now required to be transferred to the 'Investor Education and Protection Fund' set up by the Central Government. Accordingly, the amount of unclaimed dividend for the financial year ended 31st March, 2009 would be transferred to the Investor Education and Protection Fund ('IEPF'). Once the amount is so transferred, no claim shall lie against the aforesaid fund or the Company in respect of such dividend amount thereafter. Hence, the members who have not yet encashed their dividend warrant pertaining to the dividend for the financial year 2009-10 declared by the company on 27th September 2010..
- p) The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

As per the requirement of Rule 6 of the IEPF Rules 2016, the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Demat Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified.

Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February, 2017 ('IEPF Rules 2017'), substituting, amongst other things, Rule 6 of IEPF Rules, 2016 and providing that where the period of seven years provided under the sub section (5) of Section 124 of the Companies Act, 2013 has been completed during the period from 7th September, 2016 to 31st May, 2017 (instead of 6th December, 2016), the due date of transfer of such shares shall be 31st May, 2017.

- q) Pursuant to SEBI Circular No. CIR/OIAE/1/2013 dated April 17, 2013, the Company has to redress the investor complaint through SEBI Complaints Redress System ('SCORES') under the web portal <http://scores.gov.in>. As on date the Company has registered itself with the web-portal of the SEBI SCORES with respect to enabling investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere in order to safeguard the interest of the stakeholders/shareholders.
- r) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
- s) "Green Initiative in Corporate Governance": The Ministry of Corporate Affairs, Govt. of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies and has issued Circulars inter-alia stating that the service of notices/ documents to the Members can be made in electronic mode. In support of this Green Initiative of the Government, the Company hereby requests its Members to send their valid e-mail ID's to the Secretary of the Company /its RTA/ their Depository Participant, so that this initiative can be supported by sending the Notices, Audited Balance Sheet, Directors Report, Auditors Report and other related documents and other correspondences in electronic mode. This initiative is however optional & the members can continue to receive these documents in physical form. Requisite form for registration of e-mail ID, forms part of the Annual Report for use by the members.

- t) In terms of provisions of Section 107 of the Act since the Company is providing the facility of e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
- u) The members can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting at the Annual General Meeting through physical ballot will be considered as invalid.
- v) The voting rights of the Members for e-voting and for physical voting at the meeting shall be reckoned on the paid up value of shares registered in the name of shareholders as on the cut-off date (i.e. the record date), being September 01, 2017.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 54th Annual General Meeting to be held on September 08, 2017. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the remote E-Voting facility.

The remote E-Voting facility is available at the link:

EVEN (E-VOTING EVENT NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
170810004	10.00 A.M. on Tuesday , September 05, 2017	05.00 P.M. on Thursday, September 07, 2017.

These details and instructions form an integral part of the notice for the 54th Annual General Meeting to be held on September 08, 2017.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins from 10.00 A.M. on Tuesday , September 05, 2017 and ends at 05.00 P.M. on Thursday, September 07, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) September 01, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for remote e-voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in de-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in De-mat Form and Physical Form

- PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio / Client ID number in the PAN field.
 - In case the Folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio number 1 then enter RA00000001 in the PAN field.

- DOB Enter the Date of Birth as recorded in your de-mat account or in the company records for the said de-mat account or folio in dd/mm/yyyy format.
- Dividend Bank Enter the Dividend Bank Details as recorded in your de-mat account or in the company records for Details the said de-mat Account or Folio.
- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Frick India Limited > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If De-mat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.

In case of members receiving the physical copy:

(xx) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

(xxi) You are advised to cast your vote only through E-voting or through Poll at the AGM. In case you cast your votes through both the modes, votes cast through e-voting shall only be considered and votes cast at the meeting through Poll would be rejected.

GENERAL INSTRUCTIONS:

- i. The remote e-voting period begins from 10:00 A.M. on September 05, 2017 and ends at 05:00 P.M. on September 07, 2017 during this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. September 01, 2017 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Company has appointed Ms. Aditi Gupta from M/s Aditi Agarwal & Associates, Practicing Company Secretary (ACS No. 28878, CP No. 10512), located at 2nd Floor, Manish Chambers, LSC, Mayur Vihar, Phase-II, New Delhi - 110091 as the Scrutinizer for the voting process (both for remote e-voting process and voting by physical mode by the members present in person or by proxy at the 54th Annual General Meeting) in a fair and transparent manner.
- iii. The Scrutinizer shall, within a period not exceeding 3 (three) working days from the conclusion of the 54th Annual General Meeting, open the votes in the presence of at least 2 (two) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and also the valid and invalid votes, forward to the Chairman of the Company or the person authorized by him in writing, who shall counter sign the same and declared the result of the voting forthwith.
- iv. In the event of a poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
- v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 54th Annual General Meeting of the Company scheduled to be held on Friday, September 08, 2017 at 11:00 A.M. at the Registered Office of the Company situated at 21.5 Km, Mathura Road, Faridabad - 121 003 (Haryana), India. At the said 54th Annual General Meeting, the Chairman shall declare the results of remote e-voting on the resolutions set out in the Notice. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.frickweb.com and on the website of Linkintime - www.linkintime.co.in, immediately after the declarations of results by the chairman or a person authorized by him in writing.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Ms. Gurleen Kaur
Director's Identification Number (DIN)	05270533
Date of birth	December 31, 1965
Date of appointment	August 20, 2012
Qualification	Doctor
Experience & Expertise in specific Functional area	Medicine
Terms & Conditions of reappointment Remuneration last drawn	Not-applicable
Shareholding in the Company as on 31.03.2017	3,300 Fully paid Equity Shares of INR 10/- each
Relationship with other Directors	Sister of Mr. Jasmohan Singh, Managing Director and Ms. Jasleen Kaur, Non-Executive Director of the Company and KMPs of the Company. Not related to any other Key-Managerial Personnel of the Company.
No. of Meetings of Board attended during the year 2016-17	Three (03)
List of companies* in which outside directorship held Chairman/Member of the Committee* of Board of Directorsof Indian public companies	Not-applicable

Date : May 15, 2017
Place : New Delhi

By Order of the Board of Directors
Frick India Limited

Regd. Office: 21.5 KM, Main Mathura Road
Faridabad - 121003 (Haryana)

(Jasmohan Singh)
Managing Director
DIN: 00383412

Ph. 0129-2275691-94, 2270546-47; Fax. 0129-2275695

Address: 5, Friends Colony (West),
New Delhi-110065

Email - cs@frickmail.com

Website - www.frickweb.com