



Frick India Limited
(CIN - L74899HR1962PLC002618)
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NOTICE OF 58th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 58th ANNUAL GENERAL MEETING of the Members of Frick India Limited will be held on Saturday, 18th day of September, 2021 at 11:00 A.M., through Video Conferencing/Audio Visual Mode 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, 2021 and the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors' & Auditors' thereon.
2. To declare dividend of Rs. 3/-per equity share on 5,99,975 fully paid-up equity shares of Rs. 10/-each for the Financial Year ended 31st March, 2021.
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.

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION TO BE PAID TO M/S JATIN SHARMA & CO., COST AUDITORS [FIRM REGISTRATION NO.101845] OF THE COMPANY FOR THE FINANCIAL YEAR 2021-2022

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 shareholders of the Company be and hereby ratify the payment of the remuneration to M/s Jatin Sharma & Co., Cost Auditors [Firm Registration No.101845] for INR 120,000/- (Rupees One Lakh Twenty 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 2021-2022, and also the Cost for conversion of requisite documents / Cost Audit Report and related annexures in Extensible Business Reporting Language (XBRL) shall also be paid and reimbursed by the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Mr. Sharad Bhatnagar, CFO & Director (Finance & Taxation) of the Company and/or Mr. Amit Singh Tomar, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. RE-APPOINTMENT OF MR. RAMESH CHANDRA JAIN (DIN: 00038529) AS AN INDEPENDENT DIRECTOR FOR CONTINUATION OF DIRECTORSHIP AFTER ATTAINMENT OF 75 YEARS OF AGE

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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, approval of the Members be and hereby accorded to Mr. Ramesh Chandra Jain (DIN: 00038529) who was appointed as an Independent Director of the Company by the shareholders for a second term of 5 years in the 56th Annual General Meeting of the Company, held on September 26, 2019, to continue as Independent Director of the Company on and after December 22, 2021 i.e. after attainment of age of 75 years, till the expiry of his existing term and he is not liable to retire by rotation”.

RESOLVED FURTHER THAT the Board of Directors and/or Mr. Sharad Bhatnagar, CFO & Director (Finance & Taxation) of the Company and/or Mr. Amit Singh Tomar, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. APPROVAL OF PAYMENT OF REMUNERATION TO MR. JASMOHAN SINGH AS THE MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and 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) (hereinafter referred to as the 'Act'), and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded for payment of remuneration to Mr. Jasmohan Singh, (DIN-00383412) as Managing Director of the Company, not liable to retire by rotation for a period of 3 (three) years effective from April 01, 2021, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Jasmohan Singh, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the terms of appointment and remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and memorandum under Section 190 of the Act.

RESOLVED FURTHER THAT the Board of Directors, which shall include Committees of the Board of Directors, be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of remuneration payable to Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Managing Director under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT other terms and conditions with respect to payment of remuneration as payable to Mr. Jasmohan Singh as the Managing Director of the Company shall continue to be in accordance with the Agreement dated 29.07.2009.

RESOLVED FURTHER THAT the Board of Directors and/or Mr. Sharad Bhatnagar, CFO & Director (Finance & Taxation) of the Company and/or Mr. Amit Singh Tomar, Company Secretary of the Company be are hereby severally authorized, to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

7. APPOINTMENT OF MR. GOVINDARAJULA BHASKARA RAO (DIN: 00493992) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') including any statutory modification(s) or re-enactment(s) thereof, for the time being in force read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('LODR'), and pursuant to the recommendation of the Nomination and Remuneration Committee, and the Board of Directors, Mr. Govindarajula Bhaskara Rao (DIN: 00493992), Additional Director (Non-executive & Independent), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the LODR and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. G.B. Rao's candidature for the office of Director and who holds office till the conclusion of 58th Annual General Meeting, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years effective from Saturday, 18th day of September, 2021 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Mr. Sharad Bhatnagar, CFO & Director (Finance & Taxation) of the Company and/or Mr. Amit Singh Tomar, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. APPOINTMENT OF MR. GOVINDARAJULA BHASKARA RAO (DIN: 00493992) AS AN INDEPENDENT DIRECTOR AFTER ATTAINMENT OF 75 YEARS OF AGE

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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendation of the Nomination and Remuneration Committee, approval of the Members be and hereby accorded to, Mr. Govindarajula Bhaskara Rao (DIN: 00493992) Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as Non-Executive Independent Director of the Company till the expiry of his existing term of 5 (five) consecutive years effective from Saturday, 18th day of September, 2021 on the Board of the Company and that he is not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors and/or Mr. Sharad Bhatnagar, CFO & Director (Finance & Taxation) of the Company and/or Mr. Amit Singh Tomar, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

NOTES

- (a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read with circulars dated May 05, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM, through InstaMeet, which is available by clicking on a URL: <https://insta-meet.linkintime.co.in>, for the same detailed instructions are given below.

- (b) 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 to the Scrutinizer by email through its registered email address to cs.aditiagarwal@gmail.com, with a copy marked to cs@frickmail.com
- (c) Pursuant to the provisions of the Act, 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 this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (d) The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 12, 2021 to Saturday, September 18, 2021, (both days inclusive).
- (e) Final dividend of Rs. 3.00/- per equity share as recommended by the Board of Directors for the year ended 31st March, 2021 and subject to the approval of the shareholders at the ensuing Annual General Meeting, will be credited, on or after the, September 18, 2021 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 11, 2021 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 11, 2021.
- (f) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, "Linkintime India Private Limited" for assistance in this regard.
- (g) Members are requested to notify to the Company any change in their address on or before September 11, 2021 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.

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Linkintime - at www.linkintime.co.in providing Folio No., Name of shareholder, 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.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <p>a) Name and Branch of the Bank in which you wish to receive the dividend,</p> <p>b) the Bank Account type,</p> <p>c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions</p> <p>d) 9 digit MICR Code Number, and</p> <p>e) 11 digit IFSC Code</p> <p>f) a scanned copy of the cancelled cheque bearing the name of the first shareholder</p>
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

Company has also published newspaper advertisement in relation to the updation of e-mail, ID and bank Account details, Signature, records etc. on July 06, 2021 on Page No. 16 of Financial Express (English) and on Page no. 4 Haribhoomi (Hindi).

- (h) 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.
- (i) Full version of the Annual Report will also be available on the website of the Company www.frickweb.com.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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 or through e-mail, on cs@frickmail.com. The same will be replied by the Company suitably.
- (n) As per the extent 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.
- (o) 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.

- (p) Unclaimed dividend for the Year ended 31st March, 2012 onwards and the corresponding Equity Shares of the Company in respect of which dividend entitlements have remained unclaimed for seven consecutive years from the financial year ended 31st March, 2012 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on November 01, 2021, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'). In respect of the said dividend and corresponding shares, it will not be possible to entertain any claim received by the Company after November 01, 2021

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to the IEPF are available on the Company's corporate website www.frickweb.com under the section 'Investor Relations'.

- (q) Dividend and corresponding shares, as stated in (p) above, once transferred to the IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Mr. Amit Singh, Company Secretary is the Nodal Officer (page no.57 to the Directors Report) of the Company for the purpose of verification of such claims.

- (r) 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.

- (s) In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website www.frickweb.com, websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at www.msei.in.

- (t) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- (u) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Linkintime India Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

- (v) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by stakeholders@frickmail.com by 11:59 p.m. IST on September 11, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to stakeholders@frickmail.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on September 11, 2021

- (w) 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.

- (x) 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.
- (y) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (z) The members can opt for only one mode of voting i.e. through e-voting or through Voting 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 online voting facility at the meeting will be considered as invalid.
- (za) The voting rights of the Members for e-voting and for online 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 11, 2021.

SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations 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 58th Annual General Meeting to be held at 11:00 A.M. on September 18, 2021 through Video Conferencing/Audio Visual Mode. The Company has engaged the services of Linkintime India Private Limited (LIPL) to provide the remote E-Voting facility.

The remote E-Voting facility is available at the link: <https://instavote.linkintime.co.in>

EVEN (E-VOTING EVENT NUMBER)	COMMENCEMENT OF REMOTE E VOTING	END OF REMOTE E-VOTING
210141	September 15, 2021 at 10:00 A.M.	September 17, 2021 at 05:00 P.M.

These details and instructions form an integral part of the notice for the 58th Annual General Meeting to be held on Saturday, 18th day of September, 2021 at 11:00 A.M., through Video Conferencing/Audio Visual Mode.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins from 10:00 A.M., September 15, 2021 and ends at 05:00 P.M. September 17, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 11, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by Link intime for remote e-voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

THOSE WHO ARE FIRST TIME USERS OF LINKINTIME INDIA PRIVATE LIMITED (LIPL) E-VOTING PLATFORM OR HOLDING SHARES IN PHYSICAL MODE HAVE TO MANDATORILY GENERATE THEIR OWN PASSWORD, AS UNDER:

► Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

► Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Enter your User ID

Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit**

Client ID

Shareholders/members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**

Shareholders/members holding shares in **NSDL demat account shall provide 'D', above**

Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

(ii) Click on 'Login' under 'SHARE HOLDER' tab.

(iii) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

(iv) After successful login, you will be able to see the notification for e-voting. Select 'View' icon.

(v) E-voting page will appear.

(vi) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

(vii) After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(viii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character(@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

Process and manner for attending the Annual General Meeting through Insta-Meet:

1. Members will be able to attend the AGM through VC / OAVM through Insta-meet service provided by Link intime India Private Limited, also, shareholders, can speak or can vote during the Annual General Meeting through Insta-meet, if they have not casted their votes through the remote e-voting.
2. Members need to open the internet browser and launch the URL: <https://insta-meet.linkintime.co.in>

► Select the “**Company**” and '**Event Date**' and register with your following details: -

- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for Insta-Meet and your attendance is marked for the meeting).

Note: Please refer the instructions to attend the AGM & the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the Insta-Meet Support Desk for any support on the dedicated number provided to you in the instruction/ Insta-MEET website. (Page No. 129 of Annual Report)

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting **must register their request 3 days in advance** with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta-MEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- (a) Shareholders/ Members, who will be present in the Annual General Meeting through Insta-Meet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through Insta-Meet. However, they will not be eligible to vote again during the meeting.
- (b) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- (c) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

- (d) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to insta-meet@linkintime.co.in or contact on: - Tel: 022-49186175.

GENERAL INSTRUCTIONS:

- i. The remote e-voting period begins from 10:00 A.M on September 15, 2021 (Wednesday) and ends on 05:00 P.M. September 17, 2021 (Friday) , 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 11, 2021 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 Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. The Company has appointed Ms. Aditi Gupta from M/s Aditi Agarwal & Associates, Practicing Company Secretary (FCS No. 9410, 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, voting by electronic mode at the AGM through VC / OAVM, at the 58th Annual General Meeting) in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding 3 (three) working days from the conclusion of the 58th Annual General Meeting, 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 declare the result of the voting forthwith.

- v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 58th Annual General Meeting of the Company scheduled to be held on Saturday, 18th day of September, 2021 at 11:00 A.M., through Video Conferencing/Audio Visual Mode. At the said 58th 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.

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

Item No. 4

The Board has approved the appointment and remuneration of M/s Jatin Sharma & Co., Cost Accountants [Firm Registration No **101845**], as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-2022 at a remuneration of INR 120,000/- [Indian Rupees One Lac and Twenty 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 2021-22, and also the Cost for conversion of requisite documents / Cost Audit Report and related annexures in Extensible Business Reporting Language (XBRL) shall also be paid and 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-2022.

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. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

The Members of the Company had appointed Mr. Ramesh Chandra Jain as Independent Director of the Company for a second term of 5 years in the 56th Annual General Meeting of the Company, held on September 26, 2019.

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), with effect from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment.

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on June 08, 2021, had unanimously recommended to the Board, the continuation of Mr. Ramesh Chandra Jain as Independent Director. The NRC, while recommending the continuation, considered various factors viz., the number of board, committee and general meetings attended by the Independent Director; his physical fitness & mental alertness; knowledge & experience in his field; his specific skills helping the Board and the Company in attaining its objectives; his participation in the Board/Committee deliberations; summary of performance evaluation of the director re-appointed; time devoted by him; his specialized skills and expertise and his independent judgment in the opinion of the entire Board.

Based on the recommendations made by the NRC as above, the Board of Directors, at its meeting held on June 08, 2021, has unanimously approved the continuation of Directorship of Mr. Ramesh Chandra Jain as the Independent Director of the Company. The Board's decision as above was notwithstanding the fact that Mr. Ramesh Chandra Jain is above the age of seventy five (75) years. Mr. Ramesh Chandra Jain has confirmed that he is not disqualified to act as Independent Director in terms of Section 164 of the Act. Besides, he has also provided a confirmation that he meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Director as stated herein, fulfill the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made there under read with Schedule IV to the Act and Regulation 25 of the Listing Regulations.

Necessary notices in writing under the provisions of section 160 of the Act have also been received from the members proposing the candidatures of Mr. Ramesh Chandra Jain, for the office of Independent Director.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice for re-appointment of Mr. Ramesh Chandra Jain (DIN: 00038529) as an Independent Director for continuation of directorship after attainment of 75 years of age.

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 Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

Over the previous years, the Company have experienced improvement across the three vital parameters viz. growth in Turnover, Profits and consequently resulting in accumulation of Reserves and Surplus, thus, the Nomination and Remuneration Committee is of the view that the dedication and experience of Mr. Jasmohan Singh, Managing Director of the Company, also be appreciated and need to be adequately compensated in corresponding over these years.

Therefore, in pursuance of the terms of the Remuneration and Nomination Policy of the Company and pursuant to the unanimous approval and recommendation from the Members of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the Shareholders of the Company by way of special resolution is recommended to be passed towards payment of remuneration to Mr. Jasmohan Singh as the Managing Director of the Company acknowledging Mr. Jasmohan Singh's rich and varied experience in the industry and his involvement in the

operations of the Company for a long period of time. Keeping in view his contribution towards the growth of the Company and acting as sole managerial personnel of the Company, it would be in the interest of the Company to approve his remuneration as the Managing Director.

In terms of the Remuneration and Nomination Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has, at its meeting held on June 08, 2021, approved the payment of remuneration of Mr. Jasmohan Singh as the Managing Director of the Company for a period of 3 (three) years with effect from April 1, 2021 subject to your approval by way of a Special Resolution on the following remuneration including minimum remuneration and other terms and conditions as stated below:

(A) REMUNERATION

- (a) Basic Salary : Rs.8,00,000/- p.m. with annual increase of Rs.1,00,000/- w.e.f. the 1st April every year - starting from April 1, 2021 & till completion of 3 (three) years i.e 31-03-2024.
- (b) Commission : 1% Commission on the Net Profits of the Company Computed in the manner laid down under Section 197 of the Companies Act, 2013.
- (c) Perquisites & Allowances : In addition to salary and commission the Managing Director shall also be eligible for the Perquisites and Allowances specified under Part A, Part B & Part C below:-

PART – A

1. Housing: Free furnished residential accommodation with all amenities including gas, electricity, water etc. Provided in case the Company does not provide accommodation as aforesaid the Managing Director shall be eligible for house rent allowance of Rs. 3,00,000/- per month and maintenance of accommodation including furniture, fixture and furnishings, as may be provided by the Company.
2. Special Allowance: Rs. 2,30,000/- per month
3. Medical: Reimbursement of medical expenses incurred by the Managing Director for self and family subject to a ceiling of one month's salary in a year.
4. Leave Travel Concession: Once in a year for self and dependent family members subject to ceiling of one month's salary in a year.
5. Club Fees: Fee of Clubs subject to maximum of two clubs excluding life membership fees.
6. Personal Accidents Insurance: Of an amount the annual premium of which will be paid on actual basis.

PART – B

1. Provident Fund / Superannuation funds / Annuity funds: Company Contribution to these funds to the extent this contribution is either singly or put together not taxable under the Income Tax Act, 1961 as amended till date.
2. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of services.
3. Leave Encashment: Encashment of leave at the end of the tenure.

PART – C

1. Car: Free use of Company's Car with driver for the business of the Company provided the personal use of car shall be billed by the Company.
2. Telephone: Free telephone facility at residence, provided long distance calls of personal nature shall be billed by the Company. The same applies to mobile phones too.
3. Leave: As per the rules of the Company.

(B) MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, in the absence or inadequacy of net profits in any financial year during the currency of the tenure of the Managing Director, the Remuneration payable to Mr. Jasmohan Singh, Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.

OTHER TERMS:

1. Subject to the superintendence, control and direction of the Board of Directors, Mr. Jasmohan Singh shall manage and conduct the business and affairs of the Company.
2. The Board recommends the resolution as set out at item no. 6 of the accompanying Notice, as a Special Resolution for the approval of the members.
3. Except Mr. Jasmohan Singh and Ms. Gurleen Kaur and Ms. Jasleen Kaur, being relatives of Mr. Jasmohan Singh, none of other Director or any Key managerial personnel of the Company or any of the relatives of these persons are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 6 or within the meaning of Section 102 of the Act.
4. This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract and written memorandum setting out the terms of re-appointment of Mr. Jasmohan Singh under Section 190 of the Act.
5. A copy of the resolutions referred to in the accompanying explanatory statement is available for inspection by the members at the registered office of the Company between 10.00 a.m. to 12.00 p.m. on all working days except Saturdays and holidays upto the date of Annual General Meeting.

The remuneration payable to Managing Director shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. Further, the Company is also complying with the provisions of Section II of Part II of Schedule V to the Act which, inter alia, prescribe that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel. Relevant information and disclosures prescribed for the same in Schedule V to the Act are given below:

STATEMENT OF PARTICULARS

(Pursuant to Schedule-V of the Companies Act, 2013)

(I) GENERAL INFORMATION

- | | |
|--|---|
| 1. Nature of Industry | Frick India offers a wide range of high speed reciprocating compressors as well as twin screw compressors with technology from City University London and Holroyd, UK for almost all industrial Refrigeration applications. Besides compressors, Frick India has a whole range of refrigeration equipment including product coolers, condensers, pressure vessels and electrical & automation systems.

Frick India also installs turnkey projects and uses their over 59 years experience in industrial refrigeration compressor manufacturing in good stead to give energy efficient and reliable refrigeration systems in India and 45 other countries across the world. |
| 2. Date of Commencement of Commercial Production | Commercial operations commenced in the year 1962. |
| 3. In case of new Companies, expected date of | Not Applicable |

commencement of activities as per project approved by financial institutions appearing in the prospectus

4. Financial performance of the Company: Financial Performance of the Company for the year ended 31st March, 2021 (Rs. in lakhs) Total Income – 23,753.86 Total Expenditure – 21,022.27. Net Profit Before Tax – 2,731.59 and Profit after Tax – 2079.05.
5. Foreign Investments or collaborators, if any The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign investors, mainly comprising NRI(s) etc. are promoters shareholder in the Company on account of past issuance of securities/secondary market purchase of the shares of the Company.

(II) INFORMATION ABOUT APPOINTEE

1. Background details Mr. Jasmohan Singh, B.Tech (Electrical) from Worcester Tech. USA with a specialized course in Commerce Engineering, started his career as an officer in the Company and very soon proved his worth to handle higher responsible positions in the Company. The Board in recognition of his work and proven diligence promoted him to the rank of Officer on special duty-cum-Manager Operation and within few years he was able to bring discipline in the manufacturing process and improvement in the over-all operations. Having regard to the valuable services rendered to the company by him, the Board of Directors appointed him as a Whole Time Director of the Company w.e.f 30th December, 1994 for a period of five years. The Board of Directors at their meeting held on 20th July, 1999 decided to elevate Mr. Jasmohan Singh to the position of Managing Director of the Company and since then he is continuing the position of Managing Director with the consent of the members of the Company.
- Mr. Jasmohan Singh has over 37 years of experience and has been associated with the Company.
2. Past Remuneration Annual remuneration of Mr. Jasmohan Singh for Financial Year 2020-21 was Rs. 125.24 lakhs.
3. Recognitions or awards The Company has received various awards and recognition during his tenure with the Company.
- Recently, Frick India Limited has been awarded "WINNER" in REFCOLD India 2018 EMERSON AWARD on 22nd November 2018 at Gandhinagar, Gujarat. This Award was presented by ISHRAE (The Indian Society of Heating, Refrigerating and Air Conditioning Engineers) and Nuremberg Messe during their prestigious exhibition

Refcold 2018 in Gandhinagar Gujarat. The award has been awarded to Frick India Limited for Designing, Manufacturing and Commissioning the Hassan Dairy and Ice Cream Refrigeration plant. Hassan Dairy has been awarded the Best Dairy in the Refrigeration Section.

4. Job Profile and his suitability
Mr. Jasmohan Singh devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board. Mr. Jasmohan Singh has over three decades of experience and has been associated with the Company for more than 30 years which is compatible with the organizational requirements. It is felt that the Company would benefit under his leadership and guidance.
5. Remuneration Proposed
As mentioned in the explanatory statement of the resolution.
6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person
Keeping in view the profile and the position of Managing Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry. Mr. Jasmohan Singh devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the promoter managerial person, If any.
Besides the remuneration proposed, Mr. Jasmohan Singh holds 36.37% out of total equity shares of the Company and he belongs to category. Further, he is sole managerial personnel of the Company.

(III) OTHER INFORMATION

1. Reasons for loss or inadequate profits
The Company does not envisage any loss during the tenure of appointment of Mr. Jasmohan Singh.
However, the Company proposes to obtain approval of the members by way of Special Resolution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
2. Steps taken for Improvement
The Company takes various steps on a regular basis such as better product mix, cost control, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company along with reduction of cost by adopting automation technology.
3. Expected increase in productivity and profits in measurable terms.
The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability.

(IV) DISCLOSURES

The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, are given in the Corporate Governance section of the Annual Report for the Financial Year 2020-2021.

ITEM NO.7

In view of the casual vacancy aroused in the Board of Directors of the Company due to sudden demise of Late Sh. C.A. Mahendra Kumar Doogar, Non- Executive and Independent Director of the Company, on May 04, 2021 and based on the recommendation of the Nomination & Remuneration Committee in the meeting held on June 08, 2021, the Board of Directors of the Company have appointed Mr. Govindarajula Bhaskara Rao as an Additional Director in the capacity of Non-Executive Independent Director of the Company, to fill the casual vacancy caused due to demise of Late Sh. Mahendra Kumar Doogar, to hold office for a period from June 08, 2021 upto the conclusion of 58th Annual General Meeting, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Mr. Govindarajula Bhaskara Rao holds office till the conclusion of 58th Annual General Meeting and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Govindarajula Bhaskara Rao confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Mr. Govindarajula Bhaskara Rao is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013 and also he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Mr. Govindarajula Bhaskara Rao has rich experience in the field of accounting and Finance. He is a Ph. D holder and senior member of Indian Institutes of Chartered Accountant/ Cost Accountant/ Company Secretaries, Indian Institute of Foreign Trade, Institute of Internal Auditors (USA) and British Institute of Management; he possess expert knowledge & experience in field of accounting and finance. Also his professional achievements as member of Core Group on Corporate Governance Audit of Ministry of Corporate Affairs, Panel of Public Interest Directors Governing Boards of Stock Exchanges and various committees of Ministry of Finance and his specific skills and expertise would help the Board and the Company in attaining its objectives.

Necessary notices in writing under the provisions of section 160 of the Act have also been received from the members proposing the candidatures of Mr. Govindarajula Bhaskara Rao, for the office of Independent Director.

Your Board believes that Mr. Govindarajula Bhaskara Rao's induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

None of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No.7. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.7 of the Notice for the approval of the Members.

ITEM NO. 8

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), with effect from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment.

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on June 08, 2021, had unanimously recommended to the Board, the appointment of Mr. Govindarajula Bhaskara Rao, who has attained 75

years of age, as Independent Director. The NRC, while recommending the appointment, considered various factors viz., knowledge & experience in his field; his specific skills that will help the Board and the Company in attaining its objectives; his specialised skills and expertise; his professional qualifications and his work experience.

Based on the recommendations made by the NRC as above, the Board of Directors, at its meeting held on June 08, 2021, has unanimously decided to appoint Mr. Govindarajula Bhaskara Rao as the Independent Director of the Company after attainment of 75 years of age. Mr. Govindarajula Bhaskara Rao has given his consent to be appointed as Independent Director and also the confirmation that he is not disqualified to act as Independent Director in terms of Section 164 of the Act. Besides, he has also provided a confirmation that he meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Director as stated herein, fulfill the conditions specified in Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made there under read with Schedule IV to the Act and Regulation 25 of the Listing Regulations.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice for appointment of Mr. Govindarajula Bhaskara Rao (DIN: 00493992) as an Independent Director after attainment of 75 years of age.

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. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Date : June 28, 2021

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

ANNEXURE I 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 REQUIREMENT(S) 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	M.B.B.S. (Doctor)
Experience & Expertise in specific	Medicine
Terms & Conditions of reappointment	
Remuneration last drawn	Not-applicable
Shareholding in the Company as on 31.03.2021	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 Gurmeet Singh Dhody, 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 2020-2021	Four (04)
List of companies* in which outside directorship held Chairman/Member of the Committee* of Board of Directors of Indian public companies:	Not-applicable
Major Directorship	Nil
Committee Position	Nil

Date : June 28, 2021
Place: New Delhi

By Order of the Board of Directors
Frick India Limited

Regd. Office: 21.5 KM, Main Mathura Road
Faridabad - 121003 (Haryana)
Ph. 0129-2275691-94, 2270546-47; Fax. 0129-2275695
Email - cs@frickmail.com

(Jasmohan Singh)
Managing Director
DIN: 00383412
Address: 5, Friends Colony (west)
New Delhi- 110065