



Frick India Limited
(CIN - L74899HR1962PLC002618)
Regd. Office:-
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NOTICE OF 61st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 61st ANNUAL GENERAL MEETING of the Members of Frick India Limited will be held on Saturday, 21st day of September, 2024 at 11:00 A.M., through Video Conferencing/Other Audio Visual Means (OAVM) to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company i.e. Audited Balance Sheet as at 31st March, 2024 and the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors' & Auditors' thereon.
2. To declare dividend of Rs. 4 /-per equity share on 5,99,975 fully paid-up equity shares of Rs. 10/- each for the Financial Year ended 31st March, 2024.
3. To appoint a Director in place of Ms. Jasleen Kaur Queenie Singh, Non-Executive Director [DIN: 05269698] who retires by rotation and being eligible, offer herself 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 2024-2025**

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 2024-2025, 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. APPROVAL OF MEMBERS FOR RE- APPOINTMENT OF 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 **Special Resolution**:-

“RESOLVED THAT pursuant to the recommendation and approval of Nomination and Remuneration Committee and the Board and in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company and subject to the approval of the Central Government or other Government Authority, if required, the re-appointment of Mr. Jasmohan Singh (DIN: 00383412) as Managing Director of the Company for a period of 5 (five) years with effect from 21st July, 2024 be and is hereby considered and approved by the member of the Company, on the basis of remuneration and perquisites as approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the General Power of Attorney dated 24.09.1999 issued by the Board to Mr. Jasmohan Singh during his previous term(s) shall remain valid for forthcoming term effective from 21st July, 2024 for further period of five years.

RESOLVED FURTHER THAT Mr. Jasmohan Singh shall not be subject to the retirement by rotation during his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT Mr. Jasmohan Singh, Managing Director and/or Mr. Sharad Bhatnagar, CFO & Director (Finance & Taxation) and Mr. Amit Singh Tomer, Company Secretary & Compliance Officer of the Company be and is / are hereby authorised to sign & file all relevant papers, e-forms and to do all such acts, deeds and things and take all such steps including relevant e-filing with the Registrar of Companies, NCT of Delhi & Haryana, which are necessary for giving effect to this resolution for and on behalf of the Company.”

6. APPROVAL OF MEMBERS FOR INCREASE IN REMUNERATION FOR MR. JASMOHAN SINGH AS THE MANAGING DIRECTOR OF THE COMPANY PURSUANT TO SECTION 197 READ WITH SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the recommendation and approval of Nomination and Remuneration Committee and the Board and in accordance to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company and subject to the approval of the Central Government or other Government Authority, if required, Consent of members be and is hereby accorded for the payment of remuneration of to Mr. Jasmohan Singh, (DIN-00383412) as Managing Director of the Company, not liable to retire by rotation for a period of 5 (Five) years effective from April 01, 2024, on such terms and conditions including remuneration as approved by the Board of Directors vis-à-vis 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 notwithstanding anything contained herein above, where in any financial year, during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to the Managing Director minimum remuneration by way of salary, perquisites, dearness allowance except commission, as referred to in the explanatory statement subject to the ceiling contained in the scale laid down in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) as is applicable to the Company at the relevant time depending upon the effective capital of the Company.

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. APPROVAL OF MEMBERS FOR PAYMENT OF REMUNERATION TO INCREASE IN PAYMENT OF REMUNERATION TO MS. GURLEEN KAUR, NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the recommendation and approval of Nomination and Remuneration Committee and the Board and in pursuant to the provisions of Section 197 read with Schedule Part II of Schedule V and any other applicable provisions of the Companies Act, 2013 (Act) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded, for the increase in the payment of remuneration to Ms. Gurleen Kaur, Non-Executive Director of the Company to be determined by the Board of Directors from Rs. 40,000/- per month to Rs. 75,000/- per month with effect from April 01, 2024 or in such a manner as the Board of Directors may from time to time determine .

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

8. APPROVAL OF MEMBERS FOR APPOINTMENT OF MR. HARBHAJAN SINGH (DIN: 07483105) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Harbhajan Singh (DIN: 07483105), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 16, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the recommendation and approval of Nomination and Remuneration Committee and the Board that payment of sitting fee amounting to Rs. 55000/- per meeting for attending the meeting of Board or Committees shall be in parity to the provisions given under Section 197 read with Part II of Schedule V read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT Mr. Jasmohan Singh, Managing Director and / or Mr. Sharad Bhatnagar, Director (Finance & Taxation) and CFO, and / or Mr. Amit Singh, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to this resolution.”

9. APPROVAL OF MEMBERS FOR APPOINTMENT OF MR. VIDYANIDHI DALMIA (DIN: 00008900) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Vidyandhi Dalmia (DIN: 00008900), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 16, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the recommendation and approval of Nomination and Remuneration Committee and the Board that payment of sitting fee amounting to Rs. 55000/- per meeting for attending the meeting of Board or Committees shall be in parity to the provisions given under Section 197 read with Part II of Schedule V read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT Mr. Jasmohan Singh, Managing Director and / or Mr. Sharad Bhatnagar, Director (Finance & Taxation) and CFO, and / or Mr. Amit Singh, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to this resolution.”

10. APPROVAL OF MEMBERS FOR APPOINTMENT OF MR. SURESH CHANDRA (DIN: 10702603) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Suresh Chandra (DIN: 10702603), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 16, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years , and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the recommendation and approval of Nomination and Remuneration Committee and the Board that payment of sitting fee amounting to Rs. 55000/- per meeting for attending the meeting of Board or Committees shall be in parity to the provisions given under Section 197 read with Part II of Schedule V read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) and other applicable provisions of the LODR Regulations and other applicable provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT Mr. Jasmohan Singh, Managing Director and / or Mr. Sharad Bhatnagar, Director (Finance & Taxation) and CFO, and / or Mr. Amit Singh, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to this resolution.”

NOTES:

- (1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through video conferencing (“VC”) or Other Audio Visual Means (“OAVM”)” read with other Circulars, as may be applicable (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular no. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/ HO//CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (collectively referred to as “SEBI Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The deemed venue for the 61st AGM shall be the Registered Office of the Company.
- (2) 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 (i.e. Ms Aditi Gupta) by email through its registered email address to cs.aditiagarwal@gmail.com, with a copy marked to cs@frickmail.com.

- (3) The meeting shall be deemed to be conducted at the Registered Office of the Company situated at 21.5 Km, Main Mathura Road, Faridabad, Haryana.
- (4) 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.
- (5) Final dividend of Rs. 4.00/- per equity share as recommended by the Board of Directors for the year ended 31st March, 2024 and subject to the approval of the shareholders at the ensuing Annual General Meeting, will be credited, on or after the, Thursday, October 3rd, 2024 (i.e. recorded) to the following Members or their mandate:
 - 5.1 whose names appear as Beneficial Owners as at the end of the business hours on the October 3rd 2024 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
 - 5.2 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 October 3rd, 2024.
- (6) 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.
- (7) Members are requested to notify to the Company any change in their address on or before October 3rd,

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> <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder
Demat Holding	<p>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.</p>

- (8) 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.

- (9) Full version of the Annual Report will also be available on the website of the Company www.frickweb.com.
- (10) 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.
- (11) Explanatory Statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business (es) to be transacted at the Meeting is annexed herewith.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) Unclaimed dividend for the Year ended 31st March, 2017 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, 2017 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on October 15, 2024 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 October 15, 2024.
- 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'.
- (17) Dividend and corresponding shares, as stated in (15) 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 Tomar, Company Secretary is the Nodal Officer (refer Directors Report) of the Company for the purpose of verification of such claims.
- (18) 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.
- (19) In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, May 13, 2022, January 5, 2023 and October 06, 2023 read with circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 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. Further, pursuant to SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2024, the relaxation pursuant to furnishing of hard copy of Annual Report has been extended till September 30, 2024. However, hard copies of the Annual Report, financial statements (including Board report, Auditor report or other documents required to be attached therewith) and Notices of Annual General Meeting will be made available to the members, who request for the same and the web link of the full Annual Report shall also be available in the notice of AGM published by advertisement to enable shareholders to have full access of the same.

- (20) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (21) 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).
- (22) 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 October 3rd, 2024. 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 October 3rd, 2024.
- (23) 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.
- (24) 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.
- (25) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (26) The members can opt for only one mode of voting i.e. through remote e-voting or through e-voting at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and e-voting at the Annual General Meeting through online voting facility at the meeting will be considered as invalid.
- (27) The voting rights of the Members for remote e-voting and for e-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, being September 14, 2024

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 61st Annual General Meeting to be held at 11:00 A.M. on September 21st 2024 through Video Conferencing/Other Audio Visual Mode (OAVM). The Company has engaged the services of Linkintime India Private Limited to provide the remote E-Voting facility.

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

(E-VOTING EVENT NUMBER)	COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
240595	September 18, 2024 at 10:00 A.M.	September 20 2024 at 05:00P.M.

These details and instructions form an integral part of the notice for the 61st Annual General Meeting to be held on September 21st 2024 at 11:00 A.M., through Video Conferencing/other Audio Visual Means (OAVM).

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins from 10:00 A.M. on September 18, 2024 and ends at 05:00 P.M. on September 20, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, September 14, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by Linkintime 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.
- (ii) Login method for individual shareholders holding securities in demat mode/physical mode is given below:
As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>METHOD 1 - If registered with NSDL IDeAS facility</p> <p>Users who have registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> • Visit URL: https://eservices.nsd.com and click on "Beneficial Owner" icon under "Login". • Enter user id and password. Post successful authentication, click on "Access to e-voting". • Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>User who have not registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> • To register, visit URL: https://eservices.nsd.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Proceed with updating the required fields.

	<ul style="list-style-type: none"> • Post registration, user will be provided with Login ID and password. • After successful login, click on “Access to e-voting”. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p><u>METHOD 2</u></p> <ul style="list-style-type: none"> • By directly visiting the e-voting website of NSDL: • Visit URL: https://www.evoting.nsdl.com/ • Click on the “Login” tab available under ‘Shareholder/Member’ section. • Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. • Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – If registered with CDSL Easi/Easiest facility</p> <p>Users who have registered for CDSL Easi/Easiest facility</p> <ul style="list-style-type: none"> • Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. • Click on New System Myeasi • Login with user id and password • After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Users who have not registered for CDSL Easi/Easiest facility.</p> <ol style="list-style-type: none"> To register, visit URL:https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user able to see e-voting menu. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2</p> <p>By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/

	<p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ul style="list-style-type: none"> • Login to DP website • After Successful login, members shall navigate through “e-voting” tab under Stocks option. • Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. • After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode</p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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. <p><i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <p>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).</p> <p>Click “confirm” (Your password is now generated).</p>

	<ol style="list-style-type: none"> 3. Click on 'Login' under 'SHARE HOLDER' tab. 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 2. E-voting page will appear. 3. 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). 4. 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.
<p>Guidelines for Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund")</p>	<p>STEP 1 – Registration</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund" c) Fill up your entity details and submit the form. d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID. f) While first login, entity will be directed to change the password and login process is completed. <p>STEP 2 –Investor Mapping</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. b) Click on "Investor Mapping" tab under the Menu Section c) Map the Investor with the following details: <ol style="list-style-type: none"> a. 'Investor ID' - <ol style="list-style-type: none"> i. <i>Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678</i> ii. <i>Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</i> b. 'Investor's Name - Enter full name of the entity. c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department. d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card. d) Click on Submit button and investor will be mapped now. e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant’s website.

- 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 this 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”.

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

Process and manner for attending the Annual General Meeting through InstaMeet:

- ▶ 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 InstaMeet, and your attendance is marked for the meeting).

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

1. Shareholders who would like to speak during the meeting must register their request with the company.
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 General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer 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 InstaMEET 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.

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 remuneration of M/s Jatin Sharma & Co., Cost Accountants [Firm Registration No101845], as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-2025 at a remuneration of INR 1,20,000/- [Indian 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 2024-25, 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 2024-2025.

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

Item No. 05

Mr. Jasmohan Singh, was appointed as the Managing Director of the Company w.e.f. 21st July 2009 for a period of 5 years and has completed his subsequent two terms of re-appointment for the further period of 5 years each, effective from 21st July 2014 and 21st July 2019, respectively.

On account of his demonstrated efforts, continuous employment with the Company and professional excellence possessed with the outstanding initiatives always undertaken to work with zeal, passion and result oriented as well as people directed approach in attaining targets, goals, qualitative standards across the respective domains supervised and controlled through responsible and experienced Head of Departments at different vertical / levels of the organization, his re-appointment for the next term of 5 years is required to be approved by the Members of the Company, furthermore the renewal of the Contract with Mr. Jasmohan Singh, Managing Director of the Company due to his re-appointment as the Managing Director, for the further period of five years effective from July 21, 2024 is required.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors have, at their meetings held on even date, i.e. on July 16, 2024 re-appointed him as Managing Director of the Company for a further period of 5 (Five) years with effect from July 21, 2024.

A brief profile of Mr. Jasmohan Singh along with the details in terms of Regulation 36 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings is provided as Annexure to the Notice.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice towards re-appointment of Mr. Jasmohan Singh as Managing Director of the Company for a further period of 5 (Five) years with effect from July 21, 2024.

Save and except Mr. Jasmohan Singh, Ms. Gurleen Kaur and Ms. Jasleen Kaur Queenie Singh, none of the other Directors/Key managerial personnel of the Company /their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

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

Item no. 06

In due consideration of rich and varied experience of more than 37 years of Mr. Jasmohan Singh in the industry and his involvement in the operations of the Company for a long period of time and keeping in view his contribution and demonstrated efforts towards the growth & development of the Company, his excellent leadership qualities

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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 instameet@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 18, 2024 (Wednesday) and ends at 05:00 P.M. on September 20, 2024 (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 14th, 2024 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. 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 (FCS No. 9410, CP No. 10512) from M/s Aditi Agarwal & Associates, Practicing Company Secretary, 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 61st Annual General Meeting) in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding 3 (three) days from the conclusion of the 61st 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 61st Annual General Meeting of the Company scheduled to be held on September 21, 2024 at 11:00 A.M., through Video Conferencing/Other Audio Visual Means (OAVM). At the said 61st Annual General Meeting, the results of remote e-voting and e-voting on the resolutions set out in the Notice will be declared by the Chairman within 2 working days from the conclusion of AGM and 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.
- vi. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of AGM, i.e. September 21st, 2024.

and continuous employment with the Company and on account of his professional excellence possessed with the outstanding initiatives as always undertaken by him as Managing Director of the Company, it must be in the interest of the Company to approve his remuneration as the Managing Director on progressive basis.

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 July 16, 2024, approved the payment of remuneration of Mr. Jasmohan Singh as the Managing Director of the Company for a period of 5 (Five) years with effect from April 1, 2024 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 10,00,000/- p.m. with annual increase of Rs 1,50,000/- P.M. w.e.f. the 1 st April every year - starting from April 01, 2024 & till completion of 5 (Five) years, i.e. March 31, 2029.
(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 including dependent parents 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:

Not with standing 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 Queenie Singh, 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. 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 commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4.	Financial performance of the Company:	<p>Financial performance of the Company for the year ended on 31st March, 2024 (Rs. In Lakhs)</p> <p>Total Income - Rs. 15493.92</p> <p>Total Expenditure - Rs. 14069.19</p> <p>Net Profit Before Tax - Rs. 1424.73</p> <p>Profit after Tax - Rs. 1340.42</p>
5.	Foreign Investments or collaborators, if any	Not Applicable

(II) INFORMATION ABOUT APPOINTEE

1.	Background details	<p>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.</p> <p>Mr. Jasmohan Singh has over 37 years of experience and has been associated with the Company.</p>
2.	Past Remuneration	Annual remuneration of Mr. Jasmohan Singh for Financial Year 2023 - 24 was Rs. 221.72 lakhs.
3.	Recognitions or awards	<p>The Company has received various awards and recognition during his tenure with the Company.</p> <p>Recently, Frick India Limited has been awarded as “BUSINESS DYNAMOS OF THE YEAR IN REFRIGERATION INDUSTRY” during THE INDIA 2022 \$5 TRILLION ECONOMY Summit at Hotel Lalit, New Delhi. This award was presented by Shri Bhanu Pratap Singh Verma, Hon’ble Minister, Ministry of MSME, Government of India. Further, the Company has also been awarded “BUSINESS SPHERE GOLD AWARD” for best Company providing Turnkey Solutions for all Industrial Refrigeration Applications during Business Sphere National Conclave & 17th Award Function presented by Mr. Sanjeev Kumar Balyan, Ministry of State for Animal Husbandry, Dairying and Fisheries, Mr. Anil Aggarwal, Member of Parliament, Rajya Sabha and Mr. Manoj Tiwari, Member of Parliament, Lok Sabha. Apart from this, Mr. Jasmohan Singh, Managing Director of the Company, has been awarded as “NATIONAL AWARD CEO OF THE YEAR 2021” at a function organized by “Social and Corporate Governance Awards” at Taj Lands End,</p>

Item No. 07

Ms. Gurleen Kaur, Non-Executive director of the Company makes regular visits to the Company premises and undertake official engagements with respect to the matters concerning 'Human Resources' of the Company, the professional services, expert advices, careful suggestions, strategic inputs for consideration was of immense value and beneficial to the Company, accordingly, in view of the demonstrated efforts, continuous employment with the Company and professional excellence possessed with the outstanding initiatives always undertaken by her.

The Nomination and Remuneration Committee has reviewed the matter and after considering the responsibility which he is called upon to bear as Director recommended the same to the Board of Directors for its approval at the meeting held on July 16, 2024 towards increase in payment of remuneration to Ms. Gurleen Kaur Non-Executive Director of the Company from Rs. 40,000/- per month upto Rs. 75,000/- per month with effect from April 01, 2024.

Save and except Ms. Gurleen Kaur, Mr. Jasmohan Singh and Ms. Jasleen Kaur Queenie Singh, none of the other Directors/Key managerial personnel of the Company /their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 07 of the Notice.

Your Directors recommends approval of the members, the Special Resolution, as set out at agenda item no. 07 of the Notice.

Item No. 08

The Board of Directors of the Company had appointed Mr. Harbhajan Singh (DIN: 07483105) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from July 16, 2024.

The Company has received a declaration of independence from Mr. Harbhajan Singh (DIN: 07483105). In the opinion of the Board, Mr. Harbhajan Singh (DIN: 07483105) fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

As an Additional Director, Mr. Harbhajan Singh (DIN: 07483105) holds office till the conclusion of 61st Annual General Meeting and is eligible for being appointed as an Independent Director for the term of 5 years. The Company has received necessary declaration(s) from Mr. Harbhajan Singh (DIN: 07483105) confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Harbhajan Singh (DIN: 07483105) 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.

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. Harbhajan Singh (DIN: 07483105), for the office of Independent Director.

Your Board believes that Mr. Harbhajan Singh (DIN: 07483105) 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.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, Your Directors recommend approval of the members, the Special Resolution, as set out at agenda item no. 08 of the Notice.

A brief profile of Mr. Harbhajan Singh (DIN: 07483105) along with the details in terms of Regulation 36 of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings is provided as Annexure to the Notice

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. 08. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 08 of the Notice for the approval of the Members.

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 37 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.

(VI) 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 2022-2023.

Save and except Mr. Jasmohan Singh, Ms. Gurleen Kaur and Ms. Jasleen Kaur Queenie Singh, none of the other Directors/Key managerial personnel of the Company /their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 06 of the Notice.

Your Directors recommends approval of the members, the Special Resolution, as set out at agenda item no. 06 of the Notice.

Item No. 09

The Board of Directors of the Company had appointed Mr. Vidyanidhi Dalmia (DIN: 00008900) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from July 16, 2024.

The Company has received a declaration of independence from Mr. Vidyanidhi Dalmia (DIN: 00008900). In the opinion of the Board, Mr. Vidyanidhi Dalmia (DIN: 00008900) fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

As an Additional Director, Mr. Vidyanidhi Dalmia (DIN: 00008900) holds office till the conclusion of 61st Annual General Meeting and is eligible for being appointed as an Independent Director for the term of 5 years. The Company has received necessary declaration(s) from Mr. Vidyanidhi Dalmia (DIN: 00008900) confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

Mr. Vidyanidhi Dalmia (DIN: 00008900) 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.

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. Vidyanidhi Dalmia (DIN: 00008900), for the office of Independent Director.

Your Board believes that Mr. Vidyanidhi Dalmia (DIN: 00008900) 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.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Your Directors recommend approval of the members, the Special Resolution, as set out at agenda item no. 09 of the Notice.

A brief profile of Mr. Vidyanidhi Dalmia (DIN: 00008900) along with the details in terms of Regulation 36 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings is provided as Annexure to the Notice.

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. 09. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 09 of the Notice for the approval of the Members.

Item No. 10

The Board of Directors of the Company had appointed Mr. Suresh Chandra (DIN: 10702603) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from July 16, 2024.

The Company has received a declaration of independence from Mr. Suresh Chandra (DIN: 10702603) In the opinion of the Board, Mr. Suresh Chandra (DIN: 10702603) fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

As an Additional Director, Mr. Suresh Chandra (DIN: 10702603) holds office till the conclusion of 61st Annual General Meeting and is eligible for being appointed as an Independent Director for the term of 5 years. The Company has received necessary declaration(s) from Mr. Suresh Chandra (DIN: 10702603) confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Suresh Chandra (DIN: 10702603) 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.

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. Suresh Chandra (DIN: 10702603), for the office of Independent Director.

Your Board believes that Mr. Suresh Chandra (DIN: 10702603) 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.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015. Your Directors recommend approval of the members, the Special Resolution, as set out at agenda item no. 10 of the Notice.

A brief profile of Mr. Suresh Chandra (DIN: 10702603) along with the details in terms of Regulation 36 of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings is provided as Annexure to the Notice.

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. 10. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 10 of the Notice for the approval of the Members.

Date: 16-07-2024

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 TO THE NOTICE

(A) 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 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Ms. Jasleen Kaur Queenie Singh
Director's Identification Number (DIN)	0569698
Date of birth	31.12.1965
Date of appointment	20.08.2012
Qualification	Masters in Mathematics
Brief Profile with experience & expertise in specific functional areas.	Ms. Jasleen Kaur Queenie Singh is a prominent personality who exemplifies the power of metamorphosis. She has over 35 year of experience in the industry. She is also a founder of company Beauty by Bie, where she has used her wealth of experience to guide others towards their own personal transformation.
Terms & Conditions of reappointment	Liable to retire by rotation
Remuneration last drawn	Not-applicable
Shareholding in the Company as a beneficial owner as on 31.03.2024	9,835 Fully paid Equity Shares of INR 10/- each
Relationship with other Directors	Sister of Mr. Jasmohan Singh, Managing Director and Ms. Gurleen 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 2023-24	Five (05)
Directorships of other Boards as on March 31, 2024	● Beauty By Bie Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	NIL

(B) 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 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Jaśmohan Singh
Director's Identification Number (DIN)	00383412
Date of birth	07.10.1963
Date of appointment	26.08.2006
Qualification	B.Tech (Electrical) from Worcester Tech. USA with a specialized course in Commerce Engineering
Brief Profile with experience & expertise in specific functional areas.	Mr. Jasmohan Singh holds a 1983 - 1986 Bachelor of Technology (B.Tech.) in Electrical, Electronics and Communications Engineering from Worcester Polytechnic Institute. With a robust skill set that includes Air Conditioning, Engineering, HVAC, Business Development, Negotiation and more, Mr. Jasmohan Singh contributes valuable insights to the industry. Mr. Jasmohan Singh has over 37 years of experience in the industry of manufacturing of industrial refrigeration.

Terms & Conditions of reappointment	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Jasmohan Singh is proposed to be re-appointed as Managing Director
Remuneration last drawn	Annual remuneration of Mr. Jasmohan Singh for Financial Year 2023- 24 was Rs. 221.72 lakhs.
Shareholding in the Company as a beneficial owner as on 31.03.2024	36.37 %
Relationship with other Directors	Brother of Jasleen Kaur Queenie Gurmeet Singh Singh & Gurleen Kaur and not related to any other Director / Key Managerial Personnel
No. of Meetings of Board attended during the year 2023-24	5 out of 5 meeting held
Directorships of other Boards as on March 31, 2024	<ul style="list-style-type: none"> ● Beauty By Bie Private Limited ● Walco Engineering Limited ● Freezeking Industries Private Limited ● M S Kold Hold Industries Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	NIL

(C) DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Harbhajan Singh
Director's Identification Number (DIN)	07483105
Date of birth	28.03.1960
Date of appointment	16.07.2024
Qualification	Law Graduate, PG in Labour and Social Welfare & PGDBM (XLRI).
Brief Profile with experience & expertise in specific functional areas.	Mr. Harbhajan Singh is currently associated with XLRI Delhi-NCR as a Chief of Strategy and HR. He Has been with the Tata Steel for 30 Years from 1976-2006 and thereafter with Honda Motorcycle & Scooter India Pvt. Ltd. for 14 Years and Superannuated on 31ST March 2020 as Whole Time Director. He had been the Joint Director, Michael John Centre for Research and Human Resource Development and was associated with ILO-Danida project on Trade Union Organization & Leadership. He is also associated with various social and semi-Govt organizations, is chairman-Regional Committee on Skill Development, CII Northern Region. Mr. Singh has hands-on experience in Industrial Relations both from the side of the Union as well as from the Management. His core competency is to create peace in the turbulent environment and evolve industrial harmony and social peace.

Terms & Conditions of reappointment	Non-Executive Independent Director, Not liable to retire by rotation
Remuneration last drawn	NIL
Details of Proposed Remuneration	Sitting fees as may be approved by the Board of Directors in accordance with applicable provisions of law. The detailed criteria is available in the Nomination and Remuneration Policy of the Company
Shareholding in the Company as a beneficial owner as on 31.03.2024	NIL
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
No. of Meetings of Board attended during the year 2023-24	Not Applicable
Directorships of other Boards as on March 31, 2024	<ul style="list-style-type: none"> ● Advait Scaleupp Private Limited ● Railway Children India
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Chairman, Regional Committee on Skill Development & Livelihood
Listed entities from which the Director has resigned in the past three years	NIL

(D) DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Vidyanidhi Dalmia
Director's Identification Number (DIN)	00008900
Date of birth	16.10.1954
Date of appointment	16.07.2024
Qualification	Mr. Dalmia holds an MBA degree from the University of Virginia's renowned Darden School of Business, a BA (Honours) degree in Economics from Delhi University's prestigious Shri Ram College of Commerce and an Indian School Certificate from the leading St. Columba's High School, New Delhi.

Brief Profile with experience & expertise in specific functional areas	Mr. Vidyanidhi Dalmia is an Indian businessman, industrialist and entrepreneur from one the oldest business families of India, The Dalmia family, Mr. Dalmia brings over 40 year of experience leading businesses and creating shareholder value in private and family owned agri-food and consumer goods businesses'. He is an expert in brand and category creation, corporate affairs, government relations, ad strategy. He also brings considerable experience in funding including private equity, joint ventures, M & A, turn-around management, selectors include health and wellness, education, travel and tourism, cement manufacture, hospitality automobiles, and social welfare. Mr. Dalmida previously served on the Board of Trustees of the UVA Darden School Foundation. Mr. Dalmia currently serves as an Advisor to Elixia Technologies Private Limited and Lindstrom Services India Private Limited. He has previously served as the Chairman and CEO of the Sunshine Travel Group. He was also commercial Director of Dalmia Biscuits Pvt Limited and Executive Director of Dalmia Dadri Cement Limited. Mr. Dalmia has also held several senior executive and board roles in other Dalmia companies.
Terms & Conditions of reappointment	Non-Executive Independent Director, Not liable to retire by rotation
Remuneration last drawn	NIL
Details of Proposed Remuneration	Sitting fees as may be approved by the Board of Directors in accordance with applicable provisions of law. The detailed criteria is available in the Nomination and Remuneration Policy of the Company.
Shareholding in the Company as a beneficial owner as on 31.03.2024	NIL
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
No. of Meetings of Board attended during the year 2023-24	Not Applicable
Directorships of other Boards as on March 31, 2024	<ul style="list-style-type: none"> ● KPL International Limited ● Voyager Consumer Products Private Limited ● Sunshine Classic Tours Private Limited ● Dalmia Continental Private Limited ● South Asia Industries Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	NIL

(E) DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)

Name of the Director	Suresh Chandra
Director's Identification Number (DIN)	10702603
Date of birth	05.11.1958
Date of appointment	16.07.2024
Qualification	B.Sc., LLB, Diploma in Management, LLM
Brief Profile with experience & expertise in specific functional areas.	Mr. Suresh Chandra played various roles, like Information Commissioner in Central Information Commission. w.e.f 01-01-2019. Mr. Suresh served as Union Law Secretary w.e.f. 14-06-2016 to 30-11-2018, Additional Secretary from 29-03-2016 to 13-06-20216, Joint Secretary & Legal Adviser in the Main Secretariat w.e.f. 11-08-2011 to September, 2011 & 01.04.2014 to 28.03.2016 and dealt with administration, Judicial Section and Other advice Matters to various Ministries. He also served Railways, Ministry of Defense, CBI (in the officer of Directorate of Prosecution, CBI). He was private Secretary to Law Minister (Late Sh. Arun Jaitley) and was OSD to Law Minister (Late Sh. Arun Jaitley and Sh. Ravi Shankar Prasad). He had a rich experience in the field of Law.
Terms & Conditions of reappointment	Non-Executive Independent Director, Not liable to retire by rotation
Remuneration last drawn	NIL
Details of Proposed Remuneration	Sitting fees as may be approved by the Board of Directors in accordance with applicable provisions of law. The detailed criteria is available in the Nomination and Remuneration Policy of the Company.
Shareholding in the Company as a beneficial owner as on 31.03.2024	NIL
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
No. of Meetings of Board attended during the year 2023-24	Not Applicable
Directorships of other Boards as on March 31, 2024	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	NIL

Date: 16-07-2024
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**