



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

NOTICE OF 62ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 62nd ANNUAL GENERAL MEETING of the Members of Frick India Limited will be held on Friday, 26th day of September, 2025 at 11:00 A.M., through Video Conferencing/Other Audio Visual Means (OAVM) to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company i.e. Audited Balance Sheet as at 31st March, 2025 and the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors' & Auditors' thereon.
2. To declare dividend of Rs. 0.40/-per equity share on 59,99,750 fully paid-up equity shares of Rs. 10/-each for the Financial Year ended 31st March, 2025.
3. To appoint a Director in place of Ms. Gurleen Kaur, Non-Executive Director [DIN: 05270533] who retires by rotation and being eligible, had provided the consent for re-appointment as the Non-Executive Director of the Company.

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION TO BE PAID TO M/S JATIN SHARMA & CO., COST AUDITORS [FIRM REGISTRATION NO.101845] OF THE COMPANY FOR THE FINANCIAL YEAR 2025-2026

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 1,20,000/- (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 2025-2026, and also the Cost for conversion of requisite documents / Cost Audit Report and related annexure 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. APPOINTMENT OF M/S ADITI AGARWAL & ASSOCIATES, PRACTISING COMPANY SECRETARIES (FIRM REGISTRATION NUMBER: S2011DE169300), AS SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE CONSECUTIVE YEARS COMMENCING FROM FY 2025-26 TILL FY 2029-30

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 provision of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendments or re-enactments thereof, and other applicable laws, if any, and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s Aditi Agarwal & Associates, a firm of Practising Company Secretaries (Firm Registration No. S2011DE169300), a Peer Reviewed Firm, be appointed at this 62nd Annual General Meeting as the Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years, commencing from the FY-2025-26 and ending at the FY-2029-30 of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial

Auditors.

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board and to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

Date: 27th May, 2025
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)
Chairman & Managing Director
DIN: 00383412
Address: 5, Friends Colony (West),
New Delhi-110065

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, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 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, Circular No. SEBI/HO//CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 62nd 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) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 20th September, 2025 to Friday, 26th September, 2025 (both days inclusive).

(6) Final dividend of Rs. 0.40/-per equity share as recommended by the Board of Directors for the year ended 31st March, 2025 and subject to the approval of the shareholders at the ensuing Annual General Meeting, will be credited, on or after the, 19th September 2025 to the following Members or their mandate:

6.1 Whose names appear as Beneficial Owners as at the end of the business hours on the 19th September 2025 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

6.2 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 19th September 2025.

(7) 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, "MUFG Intime India Private Limited Formerly known as (Link Intime India Private Limited)" for assistance in this regard.

(8) Members are requested to notify to the Company any change in their address on or before 19th September 2025 and if any of these requests are received later than the said date, the same will not be taken into account for the purpose of payment of dividend declared by the Company. Members are also requested to send their latest specimen signatures to the Company for updation of the record.

Further, the Members whose shareholdings are in electronic mode are requested to directly correspond for change of address, notifications and updating thereon of saving bank account details to their respective Depository Participants, on an immediate basis.

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

Physical Holding	The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Pvt Ltd, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN , mobile number and e mail id and also upload the image of PAN, Aadhar Card, share certificate & Form ISR-1, ISR-2 in PDF or JPEG format (upto 1 MB) . On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification. In case of any queries, shareholder may write to rnt.helpdesk@in.mpms.mufig.com, under Help section or call on Tel no.: 022-49186000
Demat Holding	<i>For Permanent Registration for Demat shareholders:</i> 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. <i>For Temporary Registration for Demat shareholders:</i> The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Pvt Ltd by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID , Client ID/ PAN, mobile number and e-mail id and also upload the image of CML, PAN, Aadhar Card & Form ISR-1 in PDF or JPEG format (up to 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification. In case of any queries, shareholder may write to rnt.helpdesk@in.mpms.mufig.com, under Help section or call on Tel no.: 022-49186000

(9) 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.

(10) Full version of the Annual Report will also be available on the website of the Company www.frickweb.com

(11) 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.

(12) Explanatory Statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed herewith.

(13) 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.

(14) 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.

(15) 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.

(16) 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.

(17) Unclaimed dividend for the Year ended 31st March, 2018 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, 2018 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 31st October, 2025 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 31st October, 2025.

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'.

(18) Dividend and corresponding shares, as stated in (17) above, once transferred to the IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Mr. Amit Singh, Company Secretary is the Nodal Officer (refer Directors Report) of the Company for the purpose of verification of such claims.

(19) 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.

(20) In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, May 13, 2022, January 5, 2023, October 06, 2023, September 19, 2024 read with circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 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/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, the relaxation pursuant to furnishing of hard copy of Annual Report has been extended till September 30, 2025. 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.

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

(22) 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/MUFG Intime India Private Limited formerly known as Link Intime India Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

(23) 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 19th September, 2025. 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 19th September, 2025.

(24) 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 19th September, 2025. 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 19th September, 2025.

(25) 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.

(26) 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.

(27) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

(28) The members can opt for only one mode of voting i.e. through e-voting or through Voting at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting at the Annual General Meeting through online voting facility at the meeting will be considered as invalid.

(29) The voting rights of the Members for remote e-voting and for online voting at the meeting shall be reckoned on the paid up value of shares registered in the name of shareholders as on the cut-off date (i.e. the record date), being 19th September, 2025.

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 62nd Annual General Meeting to be held at 11:00 A.M. on Friday, 26th September, 2025 through Video Conferencing/Audio Visual Mode. The Company has engaged the services of MUFG Intime India Private Limited formerly known as Link Intime 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
250406	23 rd September, 2025 at 10:00 A.M.	25 th September, 2025 at 05:00 P.M.

These details and instructions form an integral part of the notice for the 62nd Annual General Meeting to be held on Friday, 26th September, 2025 at 11:00, through Video Conferencing/Audio Visual Mode.

The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period begins from 10:00 A.M. on Tuesday, 23rd September, 2025 and ends at 05:00 P.M. on Thursday, 25th September, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 19th September, 2025, may cast their vote

Electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited formerly known as Link Intime India Private Limited 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 is given below:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL	
METHOD 1 -	Individual Shareholders registered with NSDL IDeAS facility Shareholders who have registered for NSDL IDeAS facility: - Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login". - Enter User ID and Password. Click on "Login" - After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to eVoting" under e-Voting services. - Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. OR Shareholders who have not registered for NSDL IDeAS facility: - To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with updating the required fields. - Post successful registration, user will be provided with Login ID and password. - After successful login, you will be able to see eVoting services under Value added services. Click on "Access to eVoting" under e-Voting services. - Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
METHOD 2 -	Individual Shareholders 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 redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. - Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL	
METHOD 1 -	Individual Shareholders registered with CDSL Easi/ Easiest facility Shareholders who have registered/ opted for CDSL Easi/ Easiest facility: - Visit URL: https://web.cdslindia.com/myeasitoken/Home/Loginorwww.cdslindia.com - Click on New System Myeasi Tab - Login with existing my easi username and password - After successful login, user will be able to see e-voting option. The evoting option will have links of voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. - Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote evoting period. OR Shareholders who have not registered for CDSL Easi/ Easiest facility: - To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration - Proceed with updating the required fields. - Post registration, user will be provided username and password. - After successful login, user able to see e-voting menu - Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
METHOD 2 -	Individual Shareholders directly visiting the e-voting website of CDSL - Visit URL: https://www.cdslindia.com - Go to e-voting tab. - Enter Demat Account Number (BO ID) and PAN No. and click on "Submit". - System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account. - After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT	
Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for evoting facility. - Login to DP website - After Successful login, user shall navigate through "e-voting" option. - Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see evoting feature.	

d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account– User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account– User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form– User ID is Event No + FolioNumber registered with the Company.

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 .

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.*

❖ Set the password of your choice

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

❖ Enter Image Verification (CAPTCHA) Code

❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “Login” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

d) Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

D. 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).

E. 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.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CUSTODIAN/CORPORATE BODY/ MUTUAL FUND”)

STEP 1 –	Custodian / Corporate Body/ Mutual Fund Registration a) Visit URL: https://instavote.linkintime.co.in b) Click on “Sign Up” under “Custodian / Corporate Body/ 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). The said forms 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) is sent to Primary contact person’s email ID. (You have now registered on InstaVote).
STEP 2 –	Investor Mapping a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. b) Click on “Investor Mapping” tab under the Menu Section. c) Map the Investor with the following details: A. ‘Investor ID’ – NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678 CDSL demat account– User ID is 16 Digit Beneficiary ID. B. ‘Investor’s Name- Enter Investor’s Name as updated with DP. C. ‘Investor PAN’ - Enter your 10-digit PAN. D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. <i>*File Name for the Board resolution/ Power of Attorney shall be- DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.</i> E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

- ❖ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- ❖ Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants 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".

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio -visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
 - ❖ Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the **16-digit demat account number.**
 - ❖ Shareholders holding shares in physical form shall select check box – **Folio No.** and enter the **Folio Number registered with the company.**
 - ❖ Shareholders shall select check box – **PAN** and enter 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 by MUFG Intime, if applicable.
 - ❖ **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - ❖ **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) 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.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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.

STEP 3 –	Voting through remote e-voting
	The corporate shareholder can vote by two methods, during the remote e-voting period. METHOD 1- VOTES ENTRY - Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. - Click on “Votes Entry” tab under the Menu section. - Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”. - Enter “16-digit Demat Account No.” for which you want to cast vote. - 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’ link). - 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. OR METHOD 2- VOTES UPLOAD - Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. - After successful login, you will be able to see the “Notification for e-voting”. - Select “View” icon for “Company’s Name / Event number”. - E-voting page will appear. - Download sample vote file from “Download Sample Vote File” tab. - Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option. - 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: Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode: Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on:- Tel: 022 – 4918 6000.
	INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE: Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issue 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– 48867000
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:
➤ Shareholders holding securities in physical mode / Non -Individual Shareholders holding securities in demat mode: Shareholders holding securities in physical mode / Non- Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in ❖ Click on “Login” under ‘SHARE HOLDER’ tab. ❖ Click “forgot password?” ❖ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). ❖ Click on “SUBMIT”. <i>In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB / DOI, Bank Account Number (last four digits) etc. 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.</i> <u>User ID:</u> NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company. In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in ❖ Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab ❖ Click “forgot password?”

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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

GENERAL INSTRUCTIONS:

- The remote e-voting period begins from 10:00 A.M. on Tuesday, 23rd September, 2025 and ends at 05:00 P.M. on Thursday, 25th September, 2025, 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. Friday, 19th September, 2025 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.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 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.
- The Company has appointed Ms. Aditi Gupta from M/s Aditi Agarwal & Associates, Practicing Company Secretary (FCS No. 9410, CP No. 10512), located at 2nd Floor, Manish Chambers, LSC, Mayur Vihar, Phase-II, New Delhi - 110091 as the Scrutinizer for the voting process (both for remote e-voting process, voting by electronic mode at the AGM through VC / OAVM, at the 62nd 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 62nd 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.
- Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 62nd Annual General Meeting of the Company scheduled to be held on Friday, 26th September, 2025 at 11:00 A.M., through Video Conferencing/Audio Visual Mode. At the said 62nd Annual General Meeting, the Chairman shall declare the results of remote e-voting on the resolutions set out in the Notice. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.frickweb.com and on the website of Linkintime - www.linkintime.co.in, immediately after the declarations of results by the chairman or a person authorized by him in writing.

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

Item No. 4

The Board has approved the 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 2025-2026 at a remuneration of INR 120000/- [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 2025-26, 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 2025-2026.

None of the Promoters / Directors / Key Managerial Personnel of the Company / their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

Item No. 5

The Board at its meeting held on May 27, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Aditi Agarwal & Associates, a firm of Practicing Company Secretaries (Firm Registration No. S2011DE169300), a Peer Reviewed Firm, as the Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years, commencing from the conclusion of the 62nd Annual General Meeting, i.e., FY-2025-26 and ending at the conclusion of the 67th Annual General Meeting, i.e., FY-2029-30 of the Company, subject to approval of the Members.

In accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with vide SEBI Notification dated December 12, 2024 and in accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has to be approved by the Members of the Company.

M/s Aditi Agarwal & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s Aditi Agarwal & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for appointment of M/s Aditi Agarwal & Associates, a firm of Practicing Company Secretaries (Firm Registration No. S2011DE169300), a Peer Reviewed Firm as a Secretarial Auditor of the Company.

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

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

Date: 27th May, 2025

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)
Chairman & 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. Gurleen Kaur
Director's Identification Number (DIN)	DIN: 05270533
Date of birth	31.12.1965
Date of appointment	20.08.2012
Brief Profile with experience & expertise in specific functional areas.	M.B.B.S (Doctor) Medicine
Terms & Conditions of reappointment	Liable to retire by rotation
Remuneration last drawn	Rs. 9 Lakh P.A.
Shareholding in the Company as a beneficial owner as on 31.03.2025	33,000 Fully paid up Equity Shares of INR 10/- each
Relationship with other Directors	Sister of Mr. Jasmohan Singh, Managing Director and Chairman of the Company and Ms. Jasleen Kaur Queenie Singh, 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 2024 -25	9 out of 9
Directorships of other Boards as on March 31, 2025	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	NIL
Listed entities from which the Director has resigned in the past three years	NIL

Date: 27th May, 2025
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)
Chairman & Managing Director
DIN: 00383412
Address: 5, Friends Colony (West),
New Delhi-110065