

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Frontier Warehousing Limited (formerly known as Frontier Warehousing Private Limited) will be held, on 10th Day of September, 2022 on Saturday at 11:00 A.M. (IST), through Video Conferencing / Other Audio-Visual Means ("VC /OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

3. Appointment of Mr. Anush Agarwalla (DIN: 08077903) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Anush Agarwalla (DIN: 08077903) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

4. RE-CLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other all other applicable provisions of the Companies Act, 2013(the “Act”), if any, read with rules made thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and enabling provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for re-classification of the existing Authorized

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Share Capital of the Company from Rs.28,00,00,000 (Rupees Twenty-Eight Crores) divided into 2,77,50,000 (Two Crores Seventy-Seven Lakh Fifty Thousand) Equity Share of Rs.10/- (Rs. Ten) each and 2,50,000 (Two Lakh Fifty Thousand) 11.50% Preference Shares of Rs.10/- (Rs. Ten) each of Rs.25,00,000 (Twenty-Five Lakh) to Rs.28,00,00,000 (Rupees Twenty-Eight Crores) divided into 2,80,00,000 (Two Crores Eighty Lakh) Equity Share of Rs. 10/- (Rs. Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, the Existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting with the following Clause V:

V. The Authorized Share Capital of the Company is Rs 28,00,00,000 (Rupees Twenty-Eight Crores) divided into 2,80,00,000 (Two Crores Eighty Lakhs) Equity Share of Rs. 10/- (Rs. Ten) each.

FURTHER RESOLVED THAT Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Amit Agarwalla (DIN: 00413345) the Director of the Company, be and are, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

5. TO APPROVE AND INCREASE THE LIMIT OF MANAGERIAL REMUNERATION PAYABLE TO MR. AMIT AGARWALLA, DIRECTOR CUM CFO IN CASE OF INADEQUATE PROFIT OF THE COMPANY:

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

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“**RESOLVED THAT** pursuant to the provisions of Section 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Members of the Company be and is hereby accorded for revision of the remuneration of Mr. Amit Agarwalla, Director Cum CFO, for a period not exceeding three financial years commencing the financial year 2022-2023 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this Meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with the Remuneration Policy of the Company.

RESOLVED FURTHER THAT the remuneration as set out in the Explanatory Statement of this resolution and approved herein be paid as minimum remuneration to Mr. Amit Agarwalla, Director Cum CFO in the event of any inadequacy or absence of profits in any financial year or years, in compliance with the provisions of Section I and Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Anush Agarwalla (DIN: 08077903), Directors of the Company, be and are hereby authorised to vary and/or revise the remuneration of Mr. Amit Agarwalla, Director Cum CFO within the overall limits as approved herein and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

6. TO APPROVE AND INCREASE THE LIMIT OF MANAGERIAL REMUNERATION PAYABLE TO MR. ANUSH AGARWALLA, DIRECTOR IN CASE OF INADEQUATE PROFIT OF THE COMPANY:

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

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“**RESOLVED THAT** pursuant to the provisions of Section 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Members of the Company be and is hereby accorded for revision of the remuneration of Mr. Anush Agarwalla, Executive Director, for a period not exceeding three financial years commencing the financial year 2022-2023 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this Meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with the Remuneration Policy of the Company.

RESOLVED FURTHER THAT the remuneration as set out in the Explanatory Statement of this resolution and approved herein be paid as minimum remuneration to Mr. Anush Agarwalla, Executive Director in the event of any inadequacy or absence of profits in any financial year or years, in compliance with the provisions of Section I and Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Amit Agarwalla (DIN: 00413345), Directors of the Company, be and are hereby authorised to vary and/or revise the remuneration of Mr. Anush Agarwalla, Executive Director within the overall limits as approved herein and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

7. APPROVAL OF RELATED PARTY TRANSACTION:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

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“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Rasha Ind. (P) Limited, a related party within the meaning of Section 2(76) of the Act, for availing services as work contract, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of **Rs.350 Crores** for the financial year **2022-23**, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Amit Agarwalla (DIN: 00413345), Directors of the Company, be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

8. TO INCREASE BORROWING POWERS OF THE BOARD AND AUTHORISATION LIMIT TO SECURE THE BORROWINGS UNDER SECTION 180(1)(C) AND 180(1)(A) OF THE COMPANIES, ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any and subject to the approval of shareholders in Annual General Meeting, the Board of Directors of the Company be and is hereby accorded for

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borrowing from time to time any sum or sums of money by way of cash credit, loan, overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter-guarantee and any other type of credit line or facility up to an amount not exceeding to **Rs.600 Crores (Rupees Six Hundred Crores)** (including the money already borrowed by the Company) over and above, on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) (as amended or re-enacted from time to time) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the Company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of **Rs. 600 Crores (Rupees Six Hundred Crores only)** over and above at any given time.

RESOLVED FURTHER THAT for the purpose of aforesaid borrowing, Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Amit Agarwalla (DIN: 00413345), Directors

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of the Company, be and are hereby authorized to sign, get registered and deliver on behalf of the Company all documents and forms relating to the above credit lines and to secure the facilities by hypothecation of present and future raw materials belonging to the Company and lying in any godown, factory or any wherein India, stock of stores, work-in-progress and finished goods and book debts, and that the Company do create an equitable mortgage on the fixed assets of the Company in favour of the Banks/Financial Institutions/NBFC's by depositing the title deeds in relation thereto, as collateral security for the credit facility made available to the Company.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/paripassu with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT pursuant to section 77, 85 & 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 & 10 of the Companies (Registration of Charges) Rules 2014 and rule no 24 of the Companies (Management and Administration) Rules 2014, Mr. Gautam Agarwalla, (DIN: 00413204) and /or Mr. Amit Agarwalla (DIN: 00413345), Director of the Company be and are hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution and to authenticate it and file form no. CHG-1/9, MGT-14 with the Registrar of Companies within the prescribed time and fees and to do relevant entries in the Register of Charges.”

9. LOANS AND INVESTMENT BY COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 read with section 179(3) and other applicable provisions, if any, of the Companies Act, 2013

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(including any statutory modification or re-enactment thereof), the approval of the members of the Company be and is hereby accorded to the Board to give any loan to anybody corporate(s) / person, give any guarantee or provide security in connection with a loan to anybody corporate(s) / person and acquire by way of subscription, purchase or otherwise, securities of anybody corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, however the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future shall not exceed to **Rs.600 Crores (Rupees Six Hundred Crores)** over and above the limit as prescribed under Section 186 of the Companies Act, 2013.

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RESOLVED FURTHER THAT Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Amit Agarwalla (DIN: 00413345), be and are hereby authorized from time to time to take all decisions and steps in respect of the above Loans and investment including the timing, amount and other terms and conditions of such Loans and investment as may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company in pursuance this resolution.

RESOLVED FURTHER THAT Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Amit Agarwalla (DIN: 00413345), Directors of the Company, be and are hereby authorized to sign application form, forms of renunciation, transfer deeds, receipts and all other paper and documents as may be required in the matter of investment/disinvestment of Company's funds.”

For and on behalf of

Frontier Warehousing Limited

**(Milan Bhatia)
Company Secretary
ACS 34850**

Date: 01.08.2022

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General Instructions

1. The relevant *Explanatory Statement pursuant to Section 102 of the Companies Act, 2013*, setting out the material facts concerning each item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
2. Only registered members of the Company may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the meeting but not vote.
3. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will remain closed from 3rd September, 2022 to 10th September, 2022 (both days inclusive) for annual closing.
5. Members who require communication in physical form in addition to e-communication, may write to us at rashaind@hotmail.com.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2022 to 10th September, 2022 (both days inclusive) for annual closing.
7. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
8. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.

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9. To support "Green initiative", Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
10. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post office, and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
11. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e. M/s. Maheshwari Datamatics Private Limited, 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700 001 at mdpldc@yahoo.com Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
12. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialized form.
13. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA.
14. Electronic copies of the Annual Report including Notice of the Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting are being sent to all the members whose email IDs are registered with Company/Depository Participants.

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Instruction Voting through electronic means

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 857 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee an Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using

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remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.frontierwarehousing.com. the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER: -

The remote e-voting period begins on 07.09.2022, at 9:00 A.M. and ends on 09.09.2022, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03.09.2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03.09.2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL

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	<p>and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"><div style="text-align: center; margin-right: 20px;"> App Store</div><div style="text-align: center; margin-right: 20px;"> Google Play</div></div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"><div style="text-align: center; margin-right: 20px;"></div><div style="text-align: center;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System My easi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a

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	link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

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	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting

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on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cstanvee.sinha@gmail.com with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by

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clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **03.09.2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **03.09.2022** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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1. In case shares are held in physical mode please provide 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) by email to rashaind@hotmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rashaind@hotmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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15. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
16. Members are encouraged to join the Meeting through Laptops for better experience.
17. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
18. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at rashaind@hotmail.com / milanbhatia55@gmail.com latest by 5:00 P.M. (IST) on Tuesday, 06.09.2022.
20. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at rashaind@hotmail.com / milanbhatia55@gmail.com latest by 5:00 P.M. (IST) on Tuesday, 06.09.2022. The same will be replied by the company suitably.
21. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
22. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

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23. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
24. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

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

Special Business

Item No.4

Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association

The Chairman informed the Board members that in order to convert the 11.50% Preference Shares into Equity it is necessary to reclassify the existing authorized 11.50% Preference Shares as equity share capital.

The present authorised capital of the Company is Rs. 28,00,00,000 (Rupees Twenty-Eight Crores) divided into 2,77,50,000 (Two Crores Seventy-Seven Lakhs Fifty Thousand) Equity Share of Rs.10/- (Rs. Ten) each and 2,50,000 (Two Lakhs Fifty Thousand) 11.50% Preference Shares of Rs.10/- (Rs. Ten) each of Rs. 25,00,000 (Twenty-Five Lakhs).

The Company wants to re-classify its share capital because pursuant to merger order received by Hon'ble National Company Law Tribunal under section 230-232 of Companies Act, 2013, your Company got merged with Bengal waterproof Limited on 09.12.2019. Further the Company applied for conversion into Public Limited Company and got its certificate for conversion on 02.09.2021 by registrar of Companies, West Bengal. Hence by virtue of Merger the Share Capital of Bengal Waterproof Limited merged with our Company. Hence the 11.50% Preference Shares of Bengal waterproof Limited came in the books of Frontier Warehousing Limited. So the Company now want to re-classify the 11.50% Preference Shares to Equity shares.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

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On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clauses.

The preference capital component of authorised capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company of Rs. 28,00,00,000 (Rupees Twenty-Eight Crores) divided into 2,77,50,000 (Two Crores Seventy-Seven Lakhs Fifty Thousand) Equity Share of Rs.10/- (Rs. Ten) each and 2,50,000 (Two Lakhs Fifty Thousand) 11.50% Preference Shares of Rs.10/- (Rs. Ten) each of Rs. 25,00,000 (Twenty-Five Lakhs) to Rs.28,00,00,000 (Rupees Twenty-Eight Crores) divided into 2,80,00,000 (Two Crores Eighty Lakhs) Equity Share of Rs. 10/- (Rs. Ten) each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association of the Company.

The documents and papers in relation to the above resolution will be open for inspection at the registered office of the Company from 11:00 A.M. to 5:00 P.M. on all working days (except Saturdays) till the hour of commencement of the meeting.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as a Special Resolution.

Item No.5

To approve and increase in the limit of Managerial Remuneration payable to Mr. Amit Agarwalla, Director cum CFO in case of inadequate profit of the Company

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Mr. Amit Agarwalla, aged 46 years, is a graduate in a MBA from Manchester Business School, U.K. and specializes in Finance. He has been looking after the business for the last sixteen years and has great experience in Real Estate Industry since 2006. Mr. Amit Agarwalla presently holds Directorship in **Rasha Ind Pvt. Ltd. (Holding Company)**.

The Group has been established in West Bengal since 1984 by Late Radheshyam Agarwalla. Since his demise in 1996, his sons Mr. Amit Agarwalla have been looking after the Company. The Company is primarily involved in 4 different businesses segment:

Warehousing: currently the Company owns and operates warehousing space in the industrial hubs in and around Kolkata. More prominent clients include Amul Hosieries, Dollar Industries etc.

Cold Storages: the Company owns and operates the largest multipurpose cold storage in Bengal situated in the Sankrail Industrial Hub at Jala Dhulagari, Howrah having capacity of 8100 MT. Various fruits, vegetables, spices and dry fruits are stored here and the facility operates 365 days a year.

EPC: The Company is into Engineering, Procurement and Construction business. It is involved in executing Turn-key construction projects ranging from multi-storied townships to Cement Silos to Concrete Roads. Prominent clients include JSPL Angul, Visa Realty and J G Hosiery Pvt. Ltd.

Food processing: the Company has recently forayed into food processing by undertaking organic farming of Turmeric on around 150 acres of land at Assam. A Processing/Drying unit is being set up there as well which shall become operational in Dec'19. The company plans to expand its cultivation activities to 1000 acres in the next 5 years.

The Board has appointed Mr. Amit Agarwalla, as the Director and CFO of the Company from **01.11.2020**, on the following terms and conditions.

1. His appointment as Chief Financial Officer (CFO) will be effective from **1st Day of November, 2020**.
2. His Remuneration is detailed under:
 - A. **Remuneration:** In consideration of the performance of your duties, the Company shall pay him, the fixed gross remuneration of **Rs. 60,00,000/- (Rupees Sixty Lakhs only)** per

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annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time.

B. Perquisites & Allowances: In addition to the above gross salary of **Rs. 60,00,000/- (Rupees Sixty Lakhs only)** per annum, you would be paid/entitled for the following perquisites:- (i) Club Membership Reimbursement of membership fee for one club in India including admission and annual membership fee. (ii) Mediclaim and Personal Accident Insurance Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company. (iii) Leave entitle for leave with full pay or encashment thereof as per the rules of the Company. (iv) Any foreign tour with family you will be entitled to obtain expenses USD1000 per day for your hotel and day to day expenses. (v) Entertainment expense for USD5000 per trip once in a year. (vi) Any domestic and other business travel the expense will be reimbursed by the Company.

3. In addition, he will be paid Annual Bonus as may be decided by the Company depending on his performance.
4. He will be designated as Key Managerial Person pursuant to Section 203(1) of the Companies Act, 2013.
5. As CFO of the Company he will be discharging the following functions:
 - I. Maintenance of day to day Accounts of the Company.
 - II. Liaison with the Company's Bankers for day to day banking operations.
 - III. Arranging Long Term and Short-Term Funds from Banks, Financial institutions, NBFCs and others for meeting the Company's requirement of funds for its business and generally managing the finances of the Company.
 - IV. Ensuring Compliance with various statutory requirements such as filing of return payment of taxes, maintenance of records etc. under the Companies Act 2013. Income Tax Act, 1961 VAT Act, Service Tax Act, Employees Provident Fund Act, Employees State Insurance Act, Professional Tax Act.
 - V. Establishing and managing internal Control Systems and procedures for the Company and ensuring compliance with various Accounting Standards and Policies as prescribed under various statutes.
 - VI. Attending to Statutory Auditors, Internal Auditors and Tax Auditors.

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- VII. Represent the Company before Company's Bankers, Income Tax, VAT Goods and Service Tax and other Government Departments as may be required in connection with discharge of your duties as CFO of the Company.
- VIII. Providing the Management with MIS and other Reports as may be required from time to time.
- IX. Ensuring timely preparation of Monthly, Quarterly, Half yearly and Annual Financial Statements including Profit & Loss Account, Balance Sheet and Cash Flow Statement.
- X. Follow up with Company's Customers for collection of outstanding dues from them.

In addition, he will perform such other functions as you may be assigned by the Managing Director from time to time.

- 6. He will abide by and comply with the Company's Code of Conduct for Directors and Senior Management Person.
- 7. He will disclose to the Board of Directors of the Company. He or any of his relatives' interest if any, in Firms, Proprietorship Concerns, Private Limited Companies, Public Limited Companies, Body Corporate with whom the Company may enter in to any Contract for sale, Purchase or supply of Goods, Materials and Services Etc.
- 8. He will comply with all other terms and conditions of employment as applicable to all the employees of the Company from time to time.

The Board be and is hereby authorized to change or vary the terms and conditions of appointment of Mr. Amit Agarwalla, during his tenure of appointment as may be mutually agreed between the Board of Directors and respective Committee, subject to any approval as may be required.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for the kind consideration of the members by way requisite majority.

Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

- A. Disclosure in terms of Section 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder, as the case may be:

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I. General Information:

1. **Nature of industry:** Warehousing & it is involved in Real estate activities with own or leased property.
2. **Date or expected date of commencement of commercial production:** NA
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
4. **Financial and Operating performance based on given indicators:** The Financial and Operating performance of the Company during the 3 (three) preceding financial years is asunder:

(Rs. In Crore)

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020	Year ended 31 st March, 2019
Total Income	22.74	23.39	21.00
Total Expenses (including impairment on Financial instruments, depreciation, etc.)	19.69	20.05	18.53
Profit Before Exceptional Items & Tax	3.05	3.34	2.47
Exceptional Items	-	-	0.17
Profit Before Tax	3.05	3.34	2.65
Current Tax	(0.52)	(0.55)	(0.59)
MAT Credit Entitlement	0	0	0
Deferred Tax	(0.35)	(0.10)	(0.12)
Tax in Respect of earlier year	(0.15)	(0.68)	0
Profit After Tax	2.02	2.00	1.94
Total Comprehensive Income for the year	2.02	2.00	1.94
Paid up Equity Share Capital	18.32	18.32	18.32
Earnings Per Share(Rs.)	1.10	1.09	1.09

5. **Foreign investments or collaborations, if any:** The Company has no foreign collaborators and hence there is no equity participation by foreign collaborators

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in the Company.

II. Information about the Chairman:

1. Details of background, recognition or awards, job profile of the Chairman("Managerial Personnel")and suitability thereof:

Mr. Amit Agarwalla, aged 46 years, is a graduate in a MBA from Manchester Business School, U.K. and specializes in Finance. He has been looking after the business for the last sixteen years and has great experience in Real Estate Industry since 2006. Mr. Agarwalla presently holds Directorship in **Rasha Ind Pvt. Ltd. (Holding Company)**.

2. Past remuneration:

(Amount in Rs.)

Remuneration	Financial Year 2020-2021	Financial Year 2019-2020	FinancialYear20 18-2019
	24,00,000	8,40,000	28,20,000

3. Remuneration proposed: As set out in Special Resolution No.5 to this Notice.

4. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the responsibilities shouldered on him due to the enhanced business activities of the Company, the remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.

5. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Not Applicable

III. Other information:

1. Reasons of loss or inadequate profits: Due to the prolonged liquidity crisis creating a stress on growth of the sector, coupled with the impact of the Covid-19 pandemic on the business operations of the Company, the profitability of the Company during the Financial Year 2021-22 has been impacted, which has

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Frontier Warehousing Limited (formerly known as Frontier Warehousing Private Limited) will be held, on 10th Day of September, 2022 on Saturday at 11:00 A.M. (IST), through Video Conferencing / Other Audio-Visual Means ("VC /OAVM") facility, to transact the following business:

resulted in inadequate profits during the Financial Year 2021-22. Further, it is possible that there could be a situation of absence or inadequacy of profits computed in the manner prescribed under Section 198 read with 197 of the Act in subsequent Financial Years.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. Your Company is primarily engaged in the business of warehousing in and around the major industrial hubs near Kolkata. Your company buys land and then builds warehouses on them. It then lets out the warehouses to various clients in various sizes as per their requirements. Fixed Rent/License Fees is charged from the clients. Material Handling is not in the company's scope. Besides storing of products, the warehouses are also being used for manufacturing purposes by Light-Scale Manufacturing Units.

Currently, Your Company is involved in developing 8.8 lakh sqft warehousing space at S.M. Bose Road, Panihati Municipality, N-24 Parganas. The project is expected to be fully commissioned by June'22.

- B. Other parameters under Section 200 of the Companies Act,2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
- 1. Financial and operating performance of the Company during the three preceding financial years:** Details provided in para A (I)(4)above.
 - 2. Remuneration or commission drawn by individual concerned in any other capacity from the Company:** Mr. Amit Agarwalla draws remuneration from the Company only in the capacity of his being the Director and CFO, in whole time capacity.
 - 3. Remuneration or Commission drawn by Managerial Personnel from any other company:** Not Applicable
 - 4. Professional qualification and experience:** Please refer Para A (II) (1) above.

NOTICE

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5. **Relationship between remuneration and performance:** The financial performance of the Company and remuneration drawn by Mr. Amit Agarwalla during last 5(five) years is given below:

Financial Year	Profit Before Tax(Rs)	Profit After Tax(Rs.)	Remuneration drawn(Rs.)
2021-22	Rs.5,47,05,399.00	Rs.3,38,67,065.00	Rs.24,00,000.00
2020-21	Rs.3,05,53,103.00	Rs.2,02,39,588.00	Rs.24,00,000.00
2019-20	Rs.3,34,56,940.46	Rs.2,00,35,309.46	Rs.8,40,000.00
2018-19	Rs.2,65,52,331.55	Rs.1,94,06,471.55	Rs.28,20,000.00
2017-18	Rs.3,08,98,664.16	Rs.2,23,86,014.75	Rs.15,00,000.00

6. **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company:** The Company has a strong performance management culture. Remuneration of Whole-time Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) are governed by the Company's Board approved Nomination and Remuneration Policy. The Non-executive Directors of the Company are paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and its Committees which is within the limit prescribed under the Companies Act, 2013.

Further, every employee, based on declared performance appraisal timelines, undergoes appraisal of his/her performance. The Company decides on annual rewards approach of fixed and variable pay linked to the evaluation of individual's and Company's performance. Additionally, industry reward benchmarks are used as reference points to determine the appropriate level of remuneration, from time to time.

7. **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** The Company has a clearly laid out Board approved Nomination and Remuneration Policy. This Policy ensures that remuneration to Directors, Key Managerial Personnel (KMPs) and senior management personnel involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

NOTICE

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- 8. Securities held by the Director, including options and details of the shares pledged:** Mr. Amit Agarwalla holds 1,03,574 (One Lac Three Thousand Five Hundred Seventy Four) Equity share of the Company as on 31st March, 2022 .Further, none of the shares held by Mr. Amit Agarwalla is under pledge.

Based on the recommendation of the Board, the Board of Directors appointed Mr. Amit Agarwalla from 01.11.2020, approved the appointment and remuneration payable to Mr. Amit Agarwalla as Director and CFO of the Company effective from 01.11.2020.

In consideration to the valuable contribution of Mr. Amit Agarwalla and progress made by the Company under his leadership and guidance, the Nomination & Remuneration Committee at its meeting held on 30.03.2022 had recommended to the Board for revision in remuneration payable to him.

None of the Directors of the Company is concerned or interested in the proposed resolution, except as being based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 30.03.2022. proposed for consideration of revision in remuneration payment of Mr. Amit Agarwalla for a period not exceeding three financial commencing from 1st April, 2022, in terms of provisions of Sections 197, 198 read with Section I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as enumerated below:

It was also proposed to considered that in the event of inadequacy or absence of profits as computed in accordance with the provisions of section 198 of the Companies Act, 2013, in any financial year(s), Mr. Amit Agarwalla, Director cum CFO shall be entitled to a minimum remuneration as detailed above for a period of up to three financial year i.e., from 1st April, 2022 to 31st March, 2025, subject to the necessary approvals as required in this regard.

In view of the above, the overall managerial remuneration may exceed the limits specified under the provisions of section 197 of the Companies Act, 2013.

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Accordingly, the Members are request to kindly consider the revision in remuneration of Mr. Amit Agarwalla, Director cum CFO of the Company and pass the special resolution for the item No.5 as set out in this notice.

The documents and papers in relation to the above resolution will be open for inspection at the registered office of the Company from 11 A.M. to 5 P.M. on all working days (except Saturdays) till the hour of commencement of the meeting.

Other than Mr. Amit Agarwalla, Mr. Gautam Agarwalla, and Mr. Anush Agarwalla none of the Directors of the Company is concerned or interested in the proposed resolution, except as being existing shareholders of the Company, if any.

The Board of Directors recommends passing of the resolution as set out at item no. 5 of this Notice as a Special Resolution.

Item No. 6

To approve and increase in the limit of Managerial Remuneration payable to Mr. Anush Agarwalla, Director in case of inadequate profit of the Company:

Mr. Anush Agarwalla, aged 23 years, is a part of the Promoter family. He is graduated from Paderborn University, Germany. He is keen sports person and also is working to represent the Country in Equestrian Sports at this Olympics. He regularly competes in the International Dressage Circuit in Europe.

The Board has appointed Mr. Anush Agarwalla, as the Director Company from **01.03.2018**

His Remuneration is detailed under:

Remuneration: In consideration of the performance of your duties, the Company shall pay, the fixed gross remuneration of **Rs. 18,00,000/- (Rupees Eighteen Lakhs only)** per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time.

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1. As Director of the Company he will be discharging the following functions:

- I. Arranging Long Term and Short-Term Funds from Banks, Financial institutions, NBFCs and others for meeting the Company's requirement of funds for its business and generally managing the finances of the Company.
- II. Ensuring Compliance with various statutory requirements such as filing of return payment of taxes, maintenance of records etc. under the Companies Act 2013. Income Tax Act, 1961, VAT Act, Service Tax Act, Employees Provident Fund Act, Employees State Insurance Act, Professional Tax Act.
- III. Providing the Management with MIS and other Reports as may be required from time to time.
- IV. Ensuring timely preparation of Monthly, Quarterly, Half yearly and Annual Financial Statements including Profit & Loss Account, Balance Sheet and Cash Flow Statement.

The Board be and is hereby authorized to change or vary the terms and conditions of appointment of Mr. Anush Agarwalla, during his tenure of appointment as may be mutually agreed between the Board of Directors and respective Committee, subject to any approval as may be required.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for the kind consideration of the members by way requisite majority.

Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

A. Disclosure in terms of Section 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder, as the case may be:

I. General Information:

1. **Nature of industry:** Warehousing & it is involved in Real estate activities with own or leased property.
2. **Date or expected date of commencement of commercial production:** NA
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA

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4. **Financial and Operating performance based on given indicators:** The Financial and Operating performance of the Company during the 3 (three) preceding financial years is asunder:

(Rs. In Crore)

Particulars	Year ended 31 st March, 2021	Year ended 31 st March, 2020	Year ended 31 st March, 2019
Total Income	22.74	23.39	21.00
Total Expenses (including impairment on Financial instruments, depreciation , etc.)	19.69	20.05	18.53
Profit Before Exceptional Items &Tax	3.05	3.34	2.47
Exceptional Items	-	-	0.17
Profit Before Tax	3.05	3.34	2.65
Current Tax	(0.52)	(0.55)	(0.59)
MAT Credit Entitlement	0	0	0
Deferred Tax	(0.35)	(0.10)	(0.12)
Tax in Respect of earlier year	(0.15)	(0.68)	0
Profit After Tax	2.02	2.00	1.94
Total Comprehensive Income for the year	2.02	2.00	1.94
Paid up Equity Share Capital	18.32	18.32	18.32
Earnings Per Share(Rs.)	1.10	1.09	1.09

5. **Foreign investments or collaborations, if any:** The Company has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

II. Information about the Chairman:

1. **Details of background, recognition or awards, job profile of the Chairman ("Managerial Personnel") and suitability thereof:**

Mr. Anush Agarwalla, aged 23 years, is a part of the Promoter family. He is Graduated from Paderborn University, Germany. He is keen sports person and also is working to represent the Country in Equestrian Sports at this Olympics. He regularly competes in the International Dressage Circuit in Europe.

2. **Past remuneration:**

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(Amount in Rs.)

Remuneration	Financial Year 2020-2021	Financial Year 2019-2020	Financial Year 2018-2019
	Rs.12,00,000	Rs.12,00,000	Rs.12,00,000

3. **Remuneration proposed:** As set out in Special Resolution No.6 to this Notice.
4. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Considering the responsibilities shouldered on him due to the enhanced business activities of the Company, the remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
5. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Not Applicable

III. Other information:

1. **Reasons of loss or inadequate profits:** Due to the prolonged liquidity crisis creating a stress on growth of the sector, coupled with the impact of the Covid-19 pandemic on the business operations of the Company, the profitability of the Company during the Financial Year 2021-22 has been impacted, which has resulted in inadequate profits during the Financial Year 2021-22. Further, it is possible that there could be a situation of absence or inadequacy of profits computed in the manner prescribed under Section 198 read with 197 of the Act in subsequent Financial Years.
2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. Your Company is primarily engaged in the business of warehousing in and around the major industrial hubs near Kolkata. Your company buys land and then builds

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warehouses on them. It then lets out the warehouses to various clients in various sizes as per their requirements. Fixed Rent/License Fees is charged from the clients. Material Handling is not in the company's scope. Besides storing of products, the warehouses are also being used for manufacturing purposes by Light-Scale Manufacturing Units.

- B. Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
1. **Financial and operating performance of the Company during the three preceding financial years:** Details provided in para A (I) (4) above.
 2. **Remuneration or commission drawn by individual concerned in any other capacity from the Company:** Mr. Anush Agarwalla draws remuneration from the Company only in the capacity of his being the Director, in whole time capacity.
 3. **Remuneration or Commission drawn by Managerial Personnel from any other company:** Not Applicable
 4. **Professional qualification and experience:** Please refer Para A (II) (1) above.
 5. **Relationship between remuneration and performance:** The financial performance of the Company and remuneration drawn by Mr. Anush Agarwalla during last 5 (five) years is given below:

Financial Year	Profit Before Tax(Rs)	Profit After Tax(Rs.)	Remuneration drawn(Rs.)
2021-22	Rs.5,47,05,399.00	Rs.3,38,67,065.00	Rs.24,00,000.00
2020-21	Rs.3,05,53,103.00	Rs.2,02,39,588.00	Rs.24,00,000.00
2019-20	Rs.3,34,56,940.46	Rs.2,00,35,309.46	Rs.8,40,000.00
2018-19	Rs.2,65,52,331.55	Rs.1,94,06,471.55	Rs.28,20,000.00
2017-18	Rs.3,08,98,664.16	Rs.2,23,86,014.75	Rs.15,00,000.00

6. **The principle of proportionality of remuneration within the company,**

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ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company: The Company has a strong performance management culture. Remuneration of Whole-time Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) are governed by the Company's Board approved Nomination and Remuneration Policy. The Non-executive Directors of the Company are paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and its Committees which is within the limit prescribed under the Companies Act, 2013.

Further, every employee, based on declared performance appraisal timelines, undergoes appraisal of his/her performance. The Company decides on annual rewards approach of fixed and variable pay linked to the evaluation of individual's and Company's performance. Additionally, industry reward benchmarks are used as reference points to determine the appropriate level of remuneration, from time to time.

- 7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** The Company has a clearly laid out Board approved Nomination and Remuneration Policy. This Policy ensures that remuneration to Directors, Key Managerial Personnel (KMPs) and senior management personnel involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- 8. Securities held by the director, including options and details of the shares pledged:** Mr. Anush Agarwalla holds 78,232 (Seventy Eight Thousand Two Hundred and Thirty Two) Equity share of the Company as on 31st March, 2022. Further, none of the shares held by Mr. Agarwalla is under pledge.

NOTICE

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Based on the recommendation of the Board, the Board of Directors appointed Mr. Anush Agarwalla from 01.03.2018, approved the appointment and remuneration payable to Mr. Anush Agarwalla as Director effective from 01.03.2018.

In consideration to the valuable contribution of Mr. Anush Agarwalla and progress made by the Company under his leadership and guidance, the Nomination & Remuneration Committee at its meeting held on 30.03.2022 had recommended to the Board for revision in remuneration payable to him.

None of the Directors of the Company is concerned or interested in the proposed resolution, except as being Based on the recommendation of Nomination& Remuneration Committee, the Board of Directors at its meeting held on 30.03.2022 proposed for consideration of revision in remuneration payment of Mr. Amit Agarwalla for a period not exceeding three financial commencing from 1st April, 2022, in terms of provisions of Sections 197, 198 read with Section I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as enumerated below:

It was also proposed to considered that in the event of inadequacy or absence of profits as computed in accordance with the provisions of section 198 of the Companies Act, 2013, in any financial year(s), Mr. Anush Agarwalla, Director shall be entitled to a minimum remuneration as detailed above for a period of up to three financial year i.e., from 1st April, 2022 to 31st March, 2025, subject to the necessary approvals as required in this regard.

In view of the above, the overall managerial remuneration may exceed the limits specified under the provisions of section 197 of the Companies Act, 2013.

Accordingly, the Members are request to kindly consider the revision in remuneration of Mr. Anush Agarwalla, Director of the Company and pass the special resolution for the item No.6 as set out in this notice.

NOTICE

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The documents and papers in relation to the above resolution will be open for inspection at the registered office of the Company from 11 A.M. to 5 P.M. on all working days (except Saturdays) till the hour of commencement of the meeting.

Other than Mr. Amit Agarwalla, Mr. Gautam Agarwalla, and Mr. Anush Agarwalla none of the Directors of the Company is concerned or interested in the proposed resolution, except as being existing shareholders of the Company, if any.

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as a special Resolution.

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Item No.7

Approval of Related Party Transaction:

Rasha Ind. Pvt. Ltd. was incorporated in 1984 by our Founder Late Shri Radheshyam Agarwalla with the purpose of providing quality warehousing facilities in Kolkata. Rasha Ind. Pvt. Limited is involved in the business of the Warehousing sector with facilities at most of the major industrial hubs and distribution points in and around Kolkata. Rasha Ind. Pvt. Limited is a key support in your Company's business operations. Rasha Ind. Pvt. Limited acts as a leading support agency for Company and its related parties. Since Rasha Ind. Pvt. Limited sources the same business opportunity for Company, your Company is able to take advantage of the large volumes at a better negotiated price for its comparatively smaller volume.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with Company is likely to exceed the said threshold limit and is expected to be around Rs.350.00 Crores during the financial year 2022-23.

Accordingly, transaction(s) entered with Rasha Ind. Pvt. Ltd comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

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Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Rasha Ind. Pvt. Ltd in the financial year 2022-23.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Rasha Ind. Pvt. Ltd are as follows:

S. No	Particulars	Remarks
1	Name of the Related Party	Rasha Ind. Pvt. Ltd
2	Name of the Director or KMP who is related	Mr. Gautam Agarwalla, Mr. Amit Agarwalla, Mrs. Priti Agarwalla and Mr. Anush Agarwalla
3	Nature of Relationship	Fellow Holding
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for rendering services shall be on a continuous basis. Monetary value of proposed aggregate transactions during financial year 2022-23 is expected to be Rs. 350.00 Crores
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Market Expertise of Rasha Ind. Pvt. Ltd needed for expansion process, available with related party at a market price and justified from economies of scale point of view

NOTICE

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None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as an Ordinary Resolution.

Item no .8

To increase borrowing powers of the board and authorisation limit to secure the borrowings Under Section 180(1)(C) and 180(1)(A) of the Companies, Act, 2013:

The Shareholders of the Company by way of special resolution passed on 31.12.2020 had authorized the Board of Directors to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities any other debt instrument upto a limit of Rs.600 Crores (Rupees Six Hundred Crores), excluding temporary loans obtained from the Company's bankers in the ordinary course of business. With a view to meet the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities and the existing approved limit may likely be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company up to Rs.600 Crores (Rupees Six Hundred Crores). Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders to the borrowing limits of Rs.600 Crores (Rupees Six Hundred Crores) (apart from temporary loans obtained from

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company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013 by way of a Special Resolution.

None of the directors and their relatives is concerned or interested in the proposed resolution, except to the extent of their shareholding of the Company.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as a special Resolution.

Item no.9

Loans and Investment by Company:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

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As per the latest audited Balance Sheet of the Company as on 31.03.2022, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs.11,58,51,031.20/- while one hundred per cent of its free reserves and securities premium account amounts to Rs.98,40,622/-. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs.11,58,51,031.20/-.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits to Rs.600 Crores (Rupees Six Hundred Crores). Hence, the Special Resolution at Item No.9 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 9 of this Notice as a special Resolution.

For and on behalf of

Frontier Warehousing Limited

**(Milan Bhatia)
Company Secretary
ACS 34850**

Date: 01.08.2022