

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of Frontier Warehousing Private Limited will be held through Video Conferencing, on **Thursday, 30th day of September, 2021 at 11:00 A.M.** in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gautam Agarwalla (DIN: 00413204), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditor of the Company and fix their remuneration:

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 sections 139(9), 141 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, **M/s. Deepak Agarwal Associates, Chartered Accountants**, having its office at **156A Lenin Sarani, F-84, Kamalalaya Centre, Kolkata 700 013** be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of ensuing Annual General Meeting of the Company till the conclusion of the Annual General Meeting of the Company to be held in the year 2026, subject to ratification of their appointment by the members every year in the Annual General Meeting of the respective year, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the said Auditor’s, in addition to the reimbursement of service tax and actual out-of-pocket expenses that may be incurred by the auditors in the performances of his duties as statutory auditors of the Company.”

SPECIAL BUSINESS:

1. Approval of Remuneration

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to ratify and confirm the waiver of the recovery of remuneration of Rs. 60.00 Lacs (Rupees Sixty Lacs only) and perquisites paid to Mr. Gautam Agarwalla (DIN: 00413204), Managing Director, in whole time capacity, during the Financial Year 2020-21 [who was appointed as the Managing Director (MD) at the 30th Annual General Meeting (AGM) of the Company held on 31st December, 2020 for a period of 5 (five) years w.e.f. 1st January, 2021] which is within the overall limits approved by them but exceeds the limit specified under Section 197 read with Part II of Schedule V of the Companies Act, 2013 in view of the inadequacy of profits in the Financial Year 2019-20 and to consequential retention, in view of the present difficult environment due to Covid-19 pandemic.”

“**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded that in the event of loss or inadequacy of profits in the subsequent Financial Years 2020- 21 to 2024-25, the remuneration as approved by the Members at the 30th AGM of the Company held on 31st December, 2020 be continued to be paid to Mr. Gautam Agarwalla (DIN: 00413204) as minimum remuneration provided, however, that the remuneration shall stand enhanced by such higher amount that may be sanctioned by the Board of Directors to Mr. Gautam Agarwalla (DIN: 00413204)

and such higher amount shall be deemed to be the minimum remuneration payable to him.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

2. Approval of Remuneration

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid as managerial remuneration for the period of 2021-22 to Mr. Amit Agarwalla, Director cum Chief financial officer of the Company, in remuneration limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 as set out in the Explanatory Statement attached hereto and forming part of this notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

3. Approval of Remuneration

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid as managerial remuneration for the period of 2021-22 to Mrs. Priti Agarwalla, Alternate Director of the Company, in remuneration limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 as set out in the Explanatory Statement attached hereto and forming part of this notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

4. Approval of Remuneration

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid as managerial remuneration for the period of 2021-22 to Mr. Anush Agarwalla, Director of the Company, in remuneration limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 as set out in the Explanatory Statement attached hereto and forming part of this notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

5. Approval of Relater party Transaction

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

“**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 2021-22, 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 the Board of Directors be and is 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."

For and on behalf of
Frontier Warehousing Private Limited

(Milan Bhatia)
Company Secretary
Add: Greenfield City, Bl 69, Flat-1F
Kolkata 700141

Date: 27.08.2021

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 23rd September, 2021 to, 30th September, 2021 (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 23rd September, 2021 to, 30th September, 2021 (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.
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) and Central Depository Services (India) Limited (CDSL) 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.

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 EGM/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 EGM/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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 1000 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 and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/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 Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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 EGM/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 remote e-Voting system as well as venue voting on the date of the EGM/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 EGM/AGM has been uploaded on the website of the Company at www.frontierwarehousing.com . The EGM/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. EGM/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 AS UNDER:-

The remote e-voting period begins on 27th September 2021 at 09:00 A.M. and ends on 29th September 2021 at 05:00 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. 23rd September 2021, 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 23rd September 2021.

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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.jsp 3. 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 held 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 options available against company name or e-Voting service provider - 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.
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/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to

	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a 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.</p>
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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

B) Login Method 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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 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 ctanvee.sinha@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 Mr. Vikram Jha 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:

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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

15. Member will be provided with a facility to attend the EGM/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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at rashaind@hotmail.com. The same will be replied by the company suitably.

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

Special Business

Item No. 1

Mr. Gautam Agarwalla, aged 47 years, is a graduate in Finance, Marketing, and Economics from Wharton Business School, University of Pennsylvania, U.S.A. He has earlier worked with Escorts Group (Yamaha – Rajdoot) and been in the warehousing business since 1996. Mr. Agarwalla is also having rich experience in Real Estate Industry since 1996. Mr. Agarwalla presently holds Directorship in **Rasha Ind Pvt. Ltd. (Holding Company)**.

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

Warehousing: currently the Company owns and operates around 2.5 million square feet of warehousing space in the industrial hubs in and around Kolkata. More prominent clients include Amul Hosierys, 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. Agarwalla, as the Managing Director of the Company for a period of five years from 01.01.2021 upto 31.12.2025, upon the terms & conditions as hereinafter indicated.

- A. Mr. Agarwalla shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company authorise him and may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
- B. The term of appointment of Mr. Agarwalla as Managing Director is for a period of 5 years with effect from 01.01.2021.
- C. Mr. Agarwalla, while he continues to hold the office as Managing Director of the Company shall not be liable to retirement by rotation, as required under Section 152 of the Companies Act, 2013.
- D. Any actual expenses on travel, staying in hotel etc. and any other expenses incurred by Mr. Agarwalla for the purpose of carrying out his duties as above will be reimbursable to him or payable to the party concerned by the Company.
- E. Remuneration: In consideration of the performance of his duties, the Company shall pay to Mr. Agarwalla, the fixed gross remuneration of `60,00,000/- (Rupees Sixty Lacs only) per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time.
- F. Perquisites & Allowances: In addition to the above gross salary of Rs. 60,00,000/- (Rupees Sixty Lacs only) per annum, Mr. Agarwalla, 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) Mediciclaim and Personal Accident Insurance Mediciclaim 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 he will be entitle to obtain expenses USD1000 per day for his hotel and day to day expenses. (v) Entertainment expense for USD5000 per trip once in a year. (vi) Any domestic and other business travel expense will be reimbursed by the Company.

G. Minimum remuneration: 1. In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

2. Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

3. MD shall be entitled to be paid / reimbursed by the Company all costs, charges & expenses including entertainment expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee.

The Board be and is hereby authorized to change or vary the terms and conditions of appointment of Mr. 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.

None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

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:** Not Applicable.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

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

(Rs. in Laacs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2019
Total Income	227.48	235.50	210.09
Total Expenses (including impairment on financial instruments, depreciation, etc.)	196.92	202.05	185.32
Profit Before Exceptional Items & Tax	30.55	33.46	24.76
Exceptional Items	-	-	1.78
Profit Before Tax	30.55	33.46	26.55
Current Tax	5.22	5.58	5.95
MAT Credit Entitlement	0	0	0
Deferred Tax	3.53	1.05	1.2
Tax in Respect of earlier year	1.56	6.81	0
Profit After Tax	20.39	20.04	19.41
Total Comprehensive Income for the year	20.39	20.04	19.41

Paid up Equity Share Capital	183	183	183
Earnings Per Share (Rs.)	1.10	1.09	1.06

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. Gautam Agarwalla, aged 47 years, is a graduate in Finance, Marketing, and Economics from Wharton Business School, University of Pennsylvania, U.S.A. He has earlier worked with Escorts Group (Yamaha – Rajdoot) and been in the warehousing business since 1996. Mr. Agarwalla is also having rich experience in Real Estate Industry since 1996. Mr. Agarwalla presently holds Directorship in **Rasha Ind Pvt. Ltd. (Holding Company)**.

2. Past remuneration:

(Amount in Rs.)

Remuneration	Financial Year 2019-20	Financial Year 2018-19	Financial Year 2017-18
	58,20,000	53,00,000	49,00,000

3. **Remuneration proposed:** As set out in Special Resolution No. 1 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 2020-21 has been impacted, which has resulted in inadequate profits during the Financial Year 2020-21. 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 Mar'22.

The Warehousing Income and Warehousing Space of your Company over the last 5 years, and the estimated projection for the next 2 years, has been depicted below in Charts A and B respectively.

Your Company is looking for further warehousing opportunities in Dankuni, Nh-2 & NH-6 areas and hopes to develop presence in these areas in the near future. A land parcel on NH-2 has been identified in this regard.

- 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. Agarwalla draws remuneration from the Company only in the capacity of his being the Managing 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. Agarwalla during last5 (five) years is given below:

Financial Year	Profit Before Tax(Rs)	Profit After Tax(Rs.)	Remuneration drawn (Rs.)
2019-20	Rs.3,34,56,940.46	Rs.2,00,35,309.46	Rs.58,20,000.00
2018-19	Rs.3,17,62,058.55	Rs.2,46,16,198.55	Rs.53,00,000.00
2017-18	Rs.3,08,98,664.16	Rs.2,23,86,014.75	Rs.49,00,000.00
2016-17	Rs.3,05,06,442.63	Rs.2,06,27,059.44	Rs.30,00,000.00
2015-16	Rs.1,78,76,751.51	Rs.1,34,69,993.70	Rs.25,00,000.00

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.

8. Securities held by the director, including options and details of the shares pledged: Mr. Agarwalla holds 81413 (Eighty One Thousand Four Hundred and Thirteen) Equity share of the Company as on 31st March, 2021. Further, none of the shares held by Mr. Agarwalla is under pledge.

Item No. 2

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective, total managerial remuneration payable by the Company to its directors, including Managing Director and Whole-time Director and its Manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 13.02.2021 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year in excess of remuneration limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 2 for approval of members.

Except Mr. Amit Agarwalla, Director Cum CFO none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Item No. 3

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective, total managerial remuneration payable by the Company to its directors, including Managing Director and Whole-Time Director and its Manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 13.02.2021 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year in excess of remuneration limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 3 for approval of members.

Except Mrs. Priti Agarwalla, Alternate Director none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Item No. 4

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective, total managerial remuneration payable by the Company to its directors, including Managing Director and Whole-Time Director and its Manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 13.02.2021 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year in excess of remuneration limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 4 for approval of members.

Except Mr. Anush Agarwalla, Director none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Item No. 5

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 2021-22.

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.

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 2021-22.

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 2021-22 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

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. 5 of this Notice as an Ordinary Resolution.

For and on behalf of

Frontier Warehousing Private Limited

(Milan Bhatia)

Company Secretary

Add: Greenfield City, Bl 69, Flat-1F

Kolkata 700141

Date: 27.08.2021