

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Frontier Warehousing Private Limited will be held through Video Conferencing, on **Thursday the 31st day of December, 2020 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, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amit Agarwalla (DIN: 00413345), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. RISHI BAJORIA (DIN: 00501157) AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Board of Directors and Committee, Mr. Rishi Bajoria (DIN :00501157), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has also received a notice in writing in accordance to the provisions of Section 160(1) of the Act which signifies his intention to propose his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 01.01.2021 upto 31.12.2025”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. **APPOINTMENT OF MRS. CHARU RAJGARHIA (DIN: 05329700) AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation

of the Board of Directors and Committee, Mrs. Charu Rajgarhia (DIN :05329700), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has also received a notice in writing in accordance to the provisions of Section 160(1) of the Act which signifies his intention to propose his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 01.01.2021 upto 31.12.2025.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. APPOINTMENT OF GAUTAM AGARWALLA (DIN:00413204) AS THE MANAGING DIRECTOR

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“**RESOLVED THAT** in pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and on the basis of the recommendation of the Nomination and Remuneration Committee the consent of the members of the Company be and is hereby accorded for appointment of Mr. Gautam Agarwala (DIN: 00413204) as the Managing Director of the Company, for a period of 5 (five) years with effect from 01.01.2021 upto 31.12.2025. Upon such the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors and Committee to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Gautam Agarwala”

“**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Gautam Agarwala, Managing Director from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. CONVERSION OF COMPANY INTO PUBLIC LIMITED COMPANY

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of sections 13, 14 and 18 of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to convert the Company from 'Private Limited' to 'Public Limited' and subsequent thereof the name of the company wherever it appears in Articles of Association & Memorandum of Association, Letter heads, name plates etc. be altered from “**Frontier Warehousing Private Limited**” (Hereinafter “**Frontier Warehousing Private Limited**” would be referred as ‘Private Limited

Company’) to “**Frontier Warehousing Limited**” (Hereinafter “**Frontier Warehousing Limited**” would be referred as ‘Public Limited Company’) by deleting the word 'Private' before the word 'Limited'.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. ADOPTION AND ALTERATION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of sections 4 and 13 of the Companies Act, 2013, (“the Act”) read with the rules made there under including any amendment, re-enactment or statutory modification thereof, approval of the shareholders of the Company be and is hereby accorded to adopt the new set of Memorandum of Association of the Company as per the Table A of schedule I of the Act in substitutions to the existing Memorandum of Association of the Company.”

“**RESOLVED FURTHER THAT** the name clause of Memorandum of Association of the Company be and is hereby altered and substituted thereof with below mentioned clause in subsequent to the conversion of Private Limited Company into Public Limited Company:

“The name of the Company is **FRONTIER WAREHOUSING LIMITED.**”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (“the Act”) and other applicable provisions read with the rules made there under including any amendment, re-enactment or statutory modification thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to adopt a new set of Articles of Association of the Company as per Table F of Schedule I of the Act in substitution to the existing Articles of Association of the Company in subsequent to the conversion of Private Limited Company into Public Limited Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to

secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. 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 convey assent or dissent to the following 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 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.500 Crores (Rupees Five 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 un-discharged 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. 500 Crores (Rupees Five 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 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 anywherein 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 is 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.”

10. LOANS AND INVESTMENT BY COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 186 read with section179(3) and other applicable provisions, if any, of the Companies Act, 2013 (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 any body 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.500 Crores (Rupees Five Hundred Crores) over and above the limit as prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Gautam Agarwalla (DIN: 00413204) and/or Mr. Amit Agarwalla (DIN: 00413345), be and is 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 is 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 Private Limited

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

Date: 27.11.2020

NOTES:

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, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) 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 thereat 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 **858** 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 is 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 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4 th Floor, Kamala Mills Compound,

Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID : evoting@nsdl.co.in

9. NSDL helpline number regarding any query / assistance for participation in the AGM through VC/OAVM are 022 – 24994360 / 022 – 24994545.
10. Mrs. Tanvee, Practicing Company Secretary (C.P. No. 33930) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
11. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours from the conclusion of meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 28.12.2020 on Monday at 11:00 A.M. and ends on 30.12.2020 Wednesday at 5:00 P.M..The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be provided separately and for e-voting you have to follow the instructions 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. Your password details 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
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.: 1800-222-990 or send a request to (Name of NSDL Official) 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).
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).

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

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:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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).
6. 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 (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

Item No. 3

The Company received a notice from a Member in accordance to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Rishi Bajoria (DIN No.:00501157) as candidature for the office of Independent Director of the Company.

Mr. Rishi Bajoria (DIN No.:00501157) has given his consent in Form DIR-2 in pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 along with declaration in Form DIR-8 about his non-disqualification in terms provisions of Section 164(2) to the Company and declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Rishi Bajoria, aged 47 years is a Commerce Graduate, from St, Xavier's College, Calcutta and holds Diploma degree in Capital Planning and Marketing from Babson College, USA. Mr. Rishi Bajoria is a Food Entrepreneur since 2004 (Master Franchisee of Global F & B Brands like Subway, Chilis, Cinnabon, Auntieannes, Royal China, Yogenfruz). Mr. Bajoria is also having rich experience in Jute Manufacturing, Garment Manufacturing and Real Estate Industry prior to his F & B Industry Experience since 1996. Mr. Bajoria presently holds Directorship in Mukund Hospitality Pvt. Ltd., Mukund International Pvt. Ltd., Trimex Foods Pvt. Ltd., Wires & Fabriks SA Ltd., IPCMEA UK (*Subway*), Tanushree Properties Pvt. Ltd.

The Board of Directors is of the opinion that Mr. Bajoria, fulfils the conditions specified in the Act for his appointment as an Independent Director.

After taking into consideration the Board is of the opinion that Mr. Bajoria vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution for the kind consideration of the members by way requisite majority (i.e. by way of Ordinary Resolution)

A copy of the draft letter for the appointment of Mr. Bajoria as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. Bajoria, and their relatives, are interested in the Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

Item No. 4

The Company received a notice from a Member in accordance to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose his candidature for the office of Independent Director of the Company.

Mrs. Charu Rajgarhia (DIN No.: 05329700) has given her consent in Form DIR-2 in pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 along with declaration in Form DIR-8 about his non-disqualification in terms provisions of Section 164(2) to the Company and declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Mrs. Charu Rajgarhia, aged 44 years is a Commerce Graduate from Hindu College, Delhi and holds a Diploma Degree in Interior Design from Jenson & Nicholson. Currently, she is an eminent Project Designer

by Profession in Kolkata operating in brand name of Design Definitions and is the senior partner, solely responsible for the successful operation of the partnership firm. Mrs. Charu Rajgarhia had successfully completed various projects, Corporate and domestic in access of 2 Million sq ft.

The Board of Directors is of the opinion that Mrs. Rajgarhia fulfils the conditions specified in the Act for his appointment as an Independent Director.

After taking into consideration the Board is of the opinion that Mrs. Rajgarhia vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution for the kind consideration of the members by way requisite majority (i.e. by way of Ordinary Resolution)

A copy of the draft letter for the appointment of Mrs. Rajgarhia as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Mrs. Rajgarhia, and their relatives, are interested in the Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions

Item No. 5

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 Hosiery, 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, subject to approval of the Members.

- 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) 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 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.

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 (i.e. by way of Ordinary Resolution).

Item no.6

The Board of Directors of the Company inform the members in their meeting held on 24.10.2020 that subsequent to the pronouncement of final Order of National Company Law Tribunal (NCLT) in the matter of

Merger/Amalgamation of Bengal Waterproof Limited (transferor Company) with Frontier Warehousing Private Limited (Transferee Company) on 09.12.2019, it is necessary to convert Frontier Warehousing Private Limited into Public Limited Company as the number of shareholders in transferee Company i.e. Frontier Warehousing Private Limited after above merger increases to the maximum permissible limit for Private Limited Company as per the Companies Act, 2013.

It is therefore being placed for the kind consideration of the members by way requisite majority (i.e. by way of 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.

Item no.7

The Board of Directors of the Company had decided in their meeting held on 24.10.2020 that subsequent to the Conversion of Private Limited Company into Public Limited Company the name Clause of Memorandum of Association of the Company shall be altered by deleting the Word 'Private' before the word 'Limited' and thereafter a new set of Memorandum of Association as per the Table A of schedule I of the Companies Act, 2013 would be adopted in substitutions to the existing Memorandum of Association of the Company.

It is therefore being placed for the kind consideration of the members by way requisite majority (i.e. by way of 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.

Item no.8

The Company was incorporated under the provisions of the Companies Act, 1956 and the existing Articles of Association (AOA) were based on the Companies Act, 1956 which are no longer in force.

Therefore Board of Directors of the Company had decided in their meeting held on 24.10.2020 that subsequent to the Conversion of Private Limited Company into Public Limited Company a new set of Articles of Association as per the Table F of schedule I of the Companies Act, 2013 would also be adopted in substitutions to the existing Articles of Association of the Company.

It is therefore being placed for the kind consideration of the members by way requisite majority (i.e. by way of 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.

Item no.9

The Shareholders of the Company by way of special resolution passed on 12.01.2019 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.400 Crores (Rupees Four 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.500 Crores (Rupees Five 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.500 Crores (Rupees Five Hundred Crores) (apart from temporary loans obtained from 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, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company. The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

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.

Item no.10

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.

As per the latest audited Balance Sheet of the Company as on 31.03.2020, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs.30,65,55,345/- while one hundred per cent of its free reserves and securities premium account amounts to Rs.32,76,81,145/-. 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.32,76,81,145/-.

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.500 Crores (Rupees Five Hundred Crores). Hence, the Special Resolution at Item No.10 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 10 of the accompanying Notice, for Members' approval.

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.

For and on behalf of
Frontier Warehousing Private Limited

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

Date: 27.11.2020