



FRICK INDIA LIMITED

(CIN: L74899HR1962PLC002618)

Registered Office: 21.5 K.M. MAIN MATHURA ROAD FARIDABAD-121003, HAYRANA

Tel. No.: +91-129-2275691-94, 2270546/7, E-mail: cs@frickmail.com

Website: www.frickweb.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

E –VOTING STARTS ON	E –VOTING ENDS ON
MONDAY, 19 TH AUGUST, 2024	TUESDAY 17 TH SEPTEMBER, 2024

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS – 2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e – voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre – paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e – voting. The detailed procedure for remote e-voting process forms part of the 'Notes' section of this Notice.



In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The Board of Directors of the Company ('the Board'), has at its meeting held on 14th August, 2024 have considered and approved certain matters subject to the Members' approvals through postal ballot.

The Company proposes to consider such special business and seek your consent for the said proposals as contained in the Resolutions appended below.

The Board has appointed Ms. Aditi Gupta having FCS No.9410 & CP No.10512 of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, Company Secretaries, as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the e-voting. The results of the postal ballot/e-voting shall be declared on or before September 18, 2024 and shall be communicated to the Metropolitan Stock Exchange of India Limited, Depositories and shall also be displayed on the Company's website www.frickweb.com

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

SPECIAL BUSINESS:

Item No. 1

Increase in Authorized Share Capital of the Company and Consequent amendment in Capital Clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of



the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force if any and subject to approval of members of the company, the consent of the Board of Directors of the Company be and is hereby accorded for the increase in existing Authorized Share Capital of the company from Rs. 3,00,00,000/- (Rupees Three Crore Only) consisting of 30,00,000 (Thirty Lakhs Only) equity shares of Re. 10/- (Rupee Ten) each to Rs. 20,00,00,000 (Twenty Crore) divided in to 2,00,00,000 (Two Crore Only) equity shares of Rs. 10/- each by creation of 1,70,00,000 (One Crore Seventy Lakhs Only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the "Act"), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby and replaced with the following Clause V:

"V. "The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Twenty Crore) divided in to 2,00,00,000 (Two Crore Only) equity shares of Rs. 10/- each".

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

Item No. 2

ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF GENERAL RESERVE ACCOUNT:

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

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and subject to such approvals, consent, permissions, conditions and sanctions as may be necessary from appropriate Authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions and modifications by the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board for capitalization of a sum not exceeding Rs. 5,39,97,750/- (Rupees Five Crore Thirty Nine Lakhs Ninety -Seven Thousand Seven



Hundred Fifty Only) standing to the credit of the Securities Premium Account for the purpose of issue of bonus equity shares of Rs. 10/- each, credited as fully paid to the eligible members of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the "Record Date" as may be determined by the Board, in the proportion of 9 (Nine) new fully paid-up equity share of Rs. 10/- each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT:

- a) the bonus issue of shares will be made in the ratio of 9:1 i.e. 9 (Nine) fully paid up Equity Shares for every 1 (One) Equity Shares held by the shareholders on such date (Record Date) as may be determined by the Board of Directors after approval of this resolution by shareholders in the annual general meeting.
- b) the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;
- c) the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- d) Share certificate shall be issued to those to whom the Bonus Shares are allotted within the time prescribed in the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. With regard to the shares held in dematerialized form, the bonus shares will be credited to the respective demat A/c of the holders;
- e) No member shall be entitled to a fraction of an Equity Shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares & the bonus shall be rounded to lower integer;

"RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for the purpose of giving effect to this resolution, to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters,



applications and returns with Stock Exchanges, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**By order of the Board of Directors of
Frick India Limited**

**Date: 14th August, 2024
Place: FARIDABAD**

**Sd/-
AMIT SINGH TOMAR
Company Secretary & Compliance Officer
A-46813**

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company's websites www.frickweb.com, and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the Metropolitan Stock Exchange of India Limited.

2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. Shareholders may write the request to register/update their E-mail address with RTA to the email: delhi@linkintime.co.in. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot.

3. The Portal for E-voting will remain open for the Members for exercising their voting from **Monday, 19th August, 2024** at 09:00 AM India Standard Time ('IST') till **Tuesday, 17th September, 2024** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Tuesday, 17th September, 2024**. Please note that E-voting module will be disabled for e-voting by NSDL, after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on **Friday, 16th**



August, 2024 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. **Tuesday, 17th September, 2024**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.

5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, 16th August, 2024** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent i.e. Link Intime India (P) Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the company as on cut-off date, which will only be considered for voting.

6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

7. The Board of Directors has appointed Ms. Aditi Gupta having FCS No.9410 & CP No.10512 of M/s Aditi Agarwal & Associates, Company Secretaries, Company Secretaries, as Scrutinizer for scrutinizing the E-voting process and conducting Postal Ballot process in a fair and transparent manner.

8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before **Thursday, 19th September, 2024**.

9. The results of the Postal Ballot will be posted on the company's website: www.frickweb.com, website of Linkintime- www.linkintime.co.in and will also be communicated to the Metropolitan Stock Exchange of India Limited

10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.frickweb.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., **Tuesday, 17th September, 2024**. Members desirous of inspecting these documents may mail to cs@frickmail.com.

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated. **The Result of the Postal Ballot will be published in the Newspaper** one English national daily newspaper circulating throughout India (in English language) and in one Hindi national daily newspaper circulating throughout India (in Hindi language) and one in vernacular language in that district in which registered office of the Company is situated.



12. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.

13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

PROCEDURE FOR E-VOTING:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

The Company has engaged the services of Linkintime India Private Limited to provide the remote E-Voting facility.

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

(E-VOTING EVENT NUMBER)	COMMENCEMENT OF REMOTE E- VOTING	END OF REMOTE E-VOTING
240483	August 19, 2024 at 10:00 A.M.	September 17, 2024 at 05:00 P.M.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins from 10:00 A.M. on August 19, 2024 and ends at 05:00 P.M. on September 17, 2024. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 17, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by Linkintime for remote e-voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (ii) Login method for individual shareholders holding securities in demat mode/physical mode is given below:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.



Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	METHOD 1 - If registered with NSDL IDEAS facility Users who have registered for NSDL IDEAS facility: - Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. - Enter user id and password. Post successful authentication, click on “Access to e-voting”. - Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. OR User who have not registered for NSDL IDEAS facility: - To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDEAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp “ - Proceed with updating the required fields. - Post registration, user will be provided with Login ID and password. - After successful login, click on “Access to e-voting”. - Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <u>METHOD 2</u> By directly visiting the e-voting website of NSDL: - Visit URL: https://www.evoting.nsdl.com/ - Click on the “Login” tab available under ‘Shareholder/Member’ section. - Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. - Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	METHOD 1 – If registered with CDSL Easi/Easiest facility Users who have registered for CDSL Easi/Easiest facility. - Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. - Click on New System Myeasi - Login with user id and password - After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. - Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. OR Users who have not registered for CDSL Easi/Easiest facility. - To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration - Proceed with updating the required fields. - Post registration, user will be provided Login ID and password. - After successful login, user able to see e-voting menu. - Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



	METHOD 2 – By directly visiting the e-voting website of CDSL. - Visit URL: https://www.cdslindia.com/ - Go to e-voting tab. - Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. - System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account - After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. - Login to DP website - After Successful login, members shall navigate through “e-voting” tab under Stocks option. - Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. - After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode	Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under: - Visit URL: https://instavote.linkintime.co.in - Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i>



	<i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’. Cast your vote electronically: 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. E-voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”)	STEP 1 – Registration a) Visit URL: https://instavote.linkintime.co.in b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund” c) Fill up your entity details and submit the form. d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID. f) While first login, entity will be directed to change the password and login process is completed. STEP 2 –Investor Mapping a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. b) Click on “Investor Mapping” tab under the Menu Section c) Map the Investor with the following details: a. ‘Investor ID’ - i. <i>Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678</i> ii. <i>Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</i> b. ‘Investor’s Name - Enter full name of the entity. c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department. d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card. d) Click on Submit button and investor will be mapped now. e) The same can be viewed under the “Report Section”.



	STEP 3 – Voting through remote e-voting. The corporate shareholder can vote by two methods, once remote e-voting is activated: METHOD 1 - VOTES ENTRY - Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. - Click on 'Votes Entry' tab under the Menu section. - Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting. - Enter '16-digit Demat Account No.' for which you want to cast vote. - Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). - After selecting the desired option i.e., Favour / Against, click on 'Submit'. - A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). OR VOTES UPLOAD: - Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. - You will be able to see the notification for e-voting in inbox. - Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear. - Download sample vote file from 'Download Sample Vote File' option. - Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option. - Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).
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Helpdesk:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Forgot Password:

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

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

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

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

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

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

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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



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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No. 1

The Members may take note that presently the Authorized share capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crore Only) consisting of 30,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each. In view of the proposal to issue bonus shares in the ratio of 9:1, as recommended by the Board at Item No. 2 of this Postal Ballot Notice and other business requirements of raising funds from time to time, the company proposes to increase its Authorized Share Capital to INR. 20,00,00,000/- (Rupees Twenty Crore Only) consisting of 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupee Ten) each.

Pursuant to the provisions of Section 61, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of the Postal Ballot Notice.

A Copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e. Tuesday, 17th September, 2024 except all national holidays.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution

Item No. 2

With a view to encourage the participation of retail investors in the long term and to increase the overall tradeable float/activity level in the Equity shares and retail diversification of shareholding, the Board of Directors at its meeting held on 14th August, 2024, subject to consent



of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 9 (Nine) new fully paid-up equity share of Rs. 10/- (Rupee Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupee Ten only) each by capitalizing a sum not exceeding Rs. 5,39,97,750/- (Rupees Five Crore Thirty - Nine Lakhs Ninety- Seven Thousand Seven Hundred Fifty Only) out of the free reserves.

Article 38 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution. Article of Association of the Company permits company's reserve account by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

As on 31st March, 2024, the balance in free reserve account of the Company was Rs. 27424.84 Lakhs, as per audited financial statement for the year ended 31st March, 2024. Further, the balance in general reserve of the Company after the aforesaid issue of bonus equity shares is expected to be Rs. 26884.86 lakhs.

The record date for the issue of bonus equity shares shall be fixed after the approval of the members is obtained.

The Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter IX of SEBI (ICDR) Regulations 2018.

The Company has proposed to create a reserve of up to Rs. 5,39,97,750/- (Rupees Five Crore Thirty- Nine Lakhs Ninety- Seven Thousand Seven Hundred Fifty Only) by capitalization of Free Reserve account for the purpose of bonus issue of equity shares.

In terms of the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of Ordinary Resolution for capitalizing the free reserve in pursuance of issue of bonus shares.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of the stock options/equity shares held by them in the Company.

Your Directors, therefore, recommend the passing of the resolutions mentioned in Item No. 4 as Ordinary Resolutions.

**By order of the Board of Directors of
Frick India Limited**

**Date: 14th August, 2024
Place: FARIDABAD**

**Sd/-
AMIT SINGH TOMAR
Company Secretary & Compliance Officer
A-46813**