

**Date:** 30<sup>th</sup> September, 2019

To,

**BSE Limited**

The Listing Department  
P. J. Tower, Dalal Street,  
Fort, Mumbai-400001

**Scrip Code:** 508980

**Sub: - Disclosure of Outcome of the 35<sup>th</sup> Annual General Meeting of the Company  
pursuant to Regulation 30 of Listing (Obligations And Disclosure Requirement)  
Regulations, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 30 of Listing (Obligations and Disclosure Requirement) Regulations, 2015, please find the enclosed as Annexure - A, summary of proceeding of 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019 at the registered office of the Company.

Also please find enclosed herewith the detailed information required as per circular CIR/CFD/CMD/4/2015, dated 9<sup>th</sup> September 2015 with respect to the Directors' appointed/re-appointed is enclosed as Annexure - B.

Yours truly,

For **Frontier Capital Limited**

  
**Aniket Prabh**  
Company Secretary & Compliance officer  
ACS 55634



Encl:-

1. summary of proceeding of 35<sup>th</sup> Annual General Meeting
2. detailed information required as per circular CIR/CFD/CMD/4/2015,
3. Highlights of the changes in the Article of Association of the Company as approved by the shareholders

**Frontier Capital Limited**

7th Floor, Tower1, Equinox Business Park,  
Peninsula Techno Park, LBS Marg, Kurla (west),  
Mumbai - 400 070

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**Annexure – I**

**Date:** 30<sup>th</sup> September, 2019

To,

**BSE Limited**

The Listing Department  
P. J. Tower, Dalai Street,  
Fort, Mumbai-400001

**Scrip Code:** 508980

**Subject:** Proceedings of 35<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2019 under [Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.]

Dear Sir,

Pursuant to Regulation 30 read with para A (13) of Part A of Schedule III of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, we submit herewith the summary of proceedings of the 35<sup>th</sup> Annual General Meeting of the Members of the Company held on 30<sup>th</sup> September, 2019 at 02:00 p.m. at the registered office of the Company at 7<sup>th</sup> Floor, Tower 1, Equinox Business Park, Peninsula Techno Park, Off Bandra Kurla Complex, LBS Marg, Kurla (West), 400070. Mr. H. N. Chaudhary, Whole Time Director of the Company, occupied the chair in the Meeting and called the meeting in order after ascertaining presence of requisite quorum.

The Chairperson then delivered speech on the business operation of the Company.

The Chairperson further informed that that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its members to vote on resolutions to be transacted at the 35<sup>th</sup> AGM. Further, to facilitate the voting at the AGM to the Members present thereat, who did not cast their vote earlier through remote e-voting, the Company has provided polling papers to enable them to vote in respect of items of business as set out in the Notice of the 35<sup>th</sup> Annual General Meeting. CS Vijay Yadav (Membership No. 39251), Partner of M/s. AVS & Associates, Company Secretaries, was appointed as scrutinizer for the purpose of scrutinizing the remote e-voting process and conducting poll through polling papers at the AGM.

The following resolutions as set out in the Notice convening the 35<sup>th</sup> Annual General Meeting were put for members' approval:

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1. Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the reports of the Board of Directors and Auditors thereon;
2. Ordinary Resolution for re-appointment of Mrs. Usha Iyengar, Director (DIN: 03447551) who retires by rotation and being eligible, offers herself for re-appointment
3. Special Resolution for Re-appointment of Mr. H. N. Choudhary as Whole Time Director of the Company.
4. Special Resolution for approval of alteration of Article of Association of the Company.
5. Special Resolution for approval to increase borrowing powers of the board and authorization limit to secure the borrowings under section 180(1)(c) and 180(1)(a) of the companies, act, 2013.
6. Special Resolution to Approve allotment of 1,65,00,000 Equity Shares of Rs. 10 each pursuant to Regulation 170(2) of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

On invitation by the Chairman, some members enquired and sought clarifications on accounts of the Company, for which the Chairman replied to their satisfaction.

Thereafter, the Chairman informed that the members present in the meeting can vote on the resolutions by using polling papers, who have not voted through remote e-voting. Then the members present cast their vote using polling papers.

Further the Members were also informed that the results of remote e-voting and voting done through polling papers at the 35<sup>th</sup> Annual General Meeting shall be announced within 48 hours from the conclusion of this Annual General Meeting and the results along with consolidated Scrutinizer's report will be displayed on the website of the Company and CSDL and communicated to the BSE Ltd.

The meeting was concluded with a vote of thanks to the Chair.

Kindly take the above information on your record.

Thanking You,

Yours faithfully,

**For Frontier Capital Limited**



**Aniket Prabhu**  
Company Secretary & Compliance officer  
ACS 55634

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**Annexure – II**

Information as per circular CIR/CFD/CMD/4/2015, dated 9<sup>th</sup> September 2015 on continuous Disclosure Requirements for the Listed Entities – Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**1. Re-appointment of Mrs. Usha Iyengar, Director (DIN: 03447551) who retires by rotation**

Name of Director	Usha Iyengar
Designation	Director
Reason for change	Re-appointment
Date of appointment & term of appointment	30 <sup>th</sup> September, 2019 2 years, liable to retire by rotation
Remuneration last drawn	Nil
Qualification	Usha Iyengar has over 30 years of post-qualification experience with major Indian corporate groups & MNC's (16 years with TATA, 8 years with TATA Motors & its subsidiaries, 7 years in Titan Co. Ltd) and currently with AMW Motors Ltd since 2011.
Qualification	CWA from ICWAI & CS from ICSI.
Disclosure of relationships between Directors	NA

**2. Re-appointment of Mr. H. N. Choudhary as Whole Time Director**

Name	Mr H. N. Choudhary
Designation	Whole time Director
Reason for Change	Re-appointment
Date of appointment & term of appointment	30 <sup>th</sup> September, 2019 2 years, liable to retire by rotation
Brief Profile	Mr H N Choudhary is a Master of Engineering in Computer-Aided Design and Computer-Aided Manufacturing. He has more than 2 years of experience in Non-Banking Financial Company. He is also associated with famous companies like Engo Tea Company Limited, A-One Parts and Services Limited, AMW Finance Limited and Asia Motorworks Limited.
Qualification	ME (CAD and CAM)
Disclosure of relationships between Directors	NA

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**Highlights of the changes in the Article of Association of the Company as approved by the shareholders**

Variation in the rights, terms and conditions of the existing 0.01% Non – Convertible Redeemable Preference Shares was necessary for restructuring of the Capital and to maintain the net worth of the Company as per the RBI guidelines. The Company also does not have adequate funds for redemption of such Preference Shares, which had inevitably led the Board of Directors to approach the members of the Company for varying the nature and terms and conditions of the 0.1% Non-Cumulative Redeemable Preference Shares to Compulsory Convertible Preference Share, so that the CCPS can be converted to Equity Shares with an immediate effect.

For giving effect to above business it is necessary to reclassify the present authorized share capital of the Company from 25,00,00,000 (Rupees Twenty Five Crore) divided into 50,00,000 (Fifty lakhs) Equity Shares of Rs.10 (Rupees Ten) each and 2,00,000 (Two Lakhs) Non-Convertible Redeemable Preference Shares of Rs.1000/- (One Thousand) each to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 50,000 (Fifty Thousand) Preference Shares of Rs. 1,000 each (Rupees One Thousand only) each.

Existing article No. 3 is substituted with the following to re-classify the Authorized Capital of the Company

The Authorised Capital of the Company is or shall be such amount as stated in Clause V of the Memorandum of Association of the Company, for the time being or as may be varied, from time to time, under the provisions of the Act, and divided into such numbers, classes and descriptions of shares and into such denominations as stated therein. The Company has power, from time to time, to increase or reduce or cancel its capital and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privilege, condition or restriction, as may be determined by or in accordance with the Articles of Association of the Company or the legislative provisions, for the time being in force, in that behalf.'

AND Article 6A be and is hereby inserted after clause 6 as following:

'Variation of rights: If at any time the share capital is divided into different classes of shares, the rights and/or privileges attached to any such class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act. All the provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate meeting.'

**For Frontier Capital Limited**

  
**Aniket Prabhu**  
Company Secretary & Compliance officer  
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