

Date: 16.05.2024

To,
The Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001.

Ref: Scrip Code: 508980

Dear Sir/Madam,

Subject: Notice of Postal Ballot.

With reference to above and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held today i.e. 16/05/2024 have inter-alia considered and approved Notice of postal ballot incorporating proposed resolutions and explanatory statements thereto.

We request you to kindly take the same on your record and acknowledge.

Thanking You
Yours Faithfully

For Frontier Capital Limited

Deepak Khandelwal
Company Secretary and Compliance Officer
M. No.: A31480

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolution as set out below is proposed to be passed by the members of Frontier Capital Limited (**"the Company"**) by means of Postal Ballot, only by way of remote e-voting process (**"e-voting"**), pursuant to Section 108 and Section 110 of the Companies Act, 2013 (**"the Act"**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and all other applicable provisions, if any, of the Act and the Rules made thereunder read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard by the Ministry of Corporate Affairs (**"MCA"**), the latest being 09/2023 dated 25th September, 2023 (collectively referred to as **"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchange on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary/special resolutions (as indicated) for matters as considered in the Resolutions appended below through remote e-voting process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system. In compliance with the requirements of the above circular hard copy of the Postal Ballot Notice along with Postal Ballot Forms will not be sent to shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Statement pursuant to Section 102(1) and all other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company have appointed Mr. Suhas Bhattbhatt, proprietor of M/s. S Bhattbhatt & Co., Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. ACS – 11975 & Certificate of Practice No. 10427) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a true, fair and transparent manner and he has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the remote e-voting shall be final.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, May 18, 2024, and ends at 05.00 pm. (IST) on Monday, June 17, 2024. The Scrutiniser will submit his report to the Chairman of the Company, or any person authorized by the board upon completion of the scrutiny of the votes cast through remote e-voting.

Frontier Capital Limited

Office No. 7, 2nd Floor, Readymoney Terrace,
167 ,Dr. A. B. Road, Worli, Mumbai - 400018
CIN: L65990MH984PLC033128

T : +9188793 10051

Email ID: frontierleasing1984@gmail.com

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically not later than 05:00 pm. IST on 17th Day of June 2024 (the last day to cast vote electronically) to be eligible for being considered.

The results of the E-voting will be declared within two working days from the conclusion of remote e-voting and the same, along with the Scrutiniser's Report, will be placed on the website of the Company at [www. https://www.frontiercapital.in/](https://www.frontiercapital.in/) and will also be communicated to the Stock Exchange and Central Depository Services (India) Limited ("CDSL").

SPECIAL BUSINESSES:

ITEM NO.: 1: REGULARISATION OF ADDITIONAL DIRECTOR OF MR. SUNDERSINGH JOHN DAVIS G (DIN: 09317798) TO ACT AS DIRECTOR (NON-EXECUTIVE, INDEPENDENT DIRECTOR) OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Sundersingh John Davis G (DIN: 09317798) who was appointed as an Additional Director (Non-Executive - Independent) of the Company w.e.f. 20th March, 2024 pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 20th March, 2024 to 19th March, 2029.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

ITEM NO 2: CHANGE IN DESIGNATION OF MR. MAYUR NAGINDAS DOSHI (DIN: 08351413) FROM NON-EXECUTIVE NON-INDEPENDENT DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, read with and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force, to Change the Designation of

Mr. Mayur Nagindas Doshi who was appointed as the Non-Executive Non-Independent Director of the company w.e.f. 02nd December, 2021, consent of the Members be and is hereby accorded to change the designation of Mr. Mayur Nagindas Doshi from Non-Executive Non-Independent Director of the company to Executive Director of the company w.e.f. 20th March, 2024 to hold office for a term of 5 (Five) years from the date of Change in designation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors or Key Managerial Personnel, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

For Frontier Capital Limited

Sd/-

Deepak Khandelwal

Company Secretary and Compliance Officer

Date: 16.05.2024

Place: Mumbai

NOTES FOR MEMBERS' ATTENTION

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts of the aforesaid items is annexed hereto as an Annexure and which forms part of this Postal Ballot Notice.

2. All documents required to be kept open for inspection, if any, shall be open for inspection at the Corporate office of the Company between 11.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website www.frontiercapital.in to facilitate online inspection till the date of announcement of the results of this Postal Ballot.

3. The Company has appointed Mr. Suhas Bhattbhatt, proprietor of S Bhattbhatt & Co, Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. ACS – 11975 & Certificate of Practice No. 10427), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before Wednesday, 19th June 2024. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the BSE Limited and shall also be available on the Company's website www.frontiercapital.in as also displayed at the registered office and the corporate office of the Company. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. 17th June 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

5. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 10th May 2024 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

6. Postal Ballot Notice is being sent in electronic form to those shareholders whose email address is registered with the Link Intime India Pvt Ltd, the Company's Registrar and Share Transfer Agent or Depository Participants and such shareholders are requested to record their assent or dissent through remote e-voting facility provided for this Postal Ballot. Shareholders must note that voting for the postal ballot notice can only be accepted through remote e-voting facility.

7. Once the vote cast by the member on remote-voting, he/she not be allowed to change it subsequently or cast the vote again.

A copy of this Postal Ballot Notice, Explanatory Statement, remote e-voting instructions is available on the Company's website www.frontiercapital.in and also on the website of Central Depository Services (India) Limited (www.cdslindia.com) and BSE Limited (www.bseindia.com).

8. Members who have still not registered their email IDs are requested to do so at the earliest as under:

- Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant where they maintain their demat accounts.
- Members holding shares in physical mode or who have not registered / updated their email address are requested to register their email ID with Link Intime. Requests can be sent by email.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The E-voting period begins on Saturday 18th May 2024 at 9:00 a.m. and ends on Monday 17th June 2024 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th May 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Frontier Capital Limited

Type shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant Frontier Capital Limited on which you choose to vote.

Frontier Capital Limited

- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; frontierleasing1984@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

Frontier Capital Limited

Office No. 7, 2nd Floor, Readymoney Terrace,
167 ,Dr. A. B. Road, Worli, Mumbai - 400018
CIN: L65990MH984PLC033128

T : +9188793 10051

Email ID: frontierleasing1984@gmail.com

For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

**Annexure to the Notice
Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

SPECIAL BUSINESSES:

ITEM NO.: 1: REGULARISATION OF ADDITIONAL DIRECTOR OF MR. SUNDERSINGH JOHN DAVIS G (DIN: 09317798) TO ACT AS DIRECTOR (NON-EXECUTIVE, INDEPENDENT DIRECTOR) OF THE COMPANY.

Mr. Sundersingh John Davis G (DIN: 09317798) has been appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company with effect from March 20, 2024 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next General Meeting and as such the approval of the shareholders is required to be taken at the next GM, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Sundersingh John Davis G (DIN: 09317798) is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Sundersingh John Davis G (DIN: 09317798) below in Table:

Date of Birth & Age	28/09/1978 45 years
Qualifications & Experience	Mr. Sundersingh John Davis G has more than 20 years of experience in the field of Human Resource and Management. He has worked with various companies in the field of automobiles, Real Estate.
Terms and Conditions of appointment	Appointed as additional director (Non-Executive, Independent) by Board of Directors in the Meeting held on March 20, 2024 subject to approval of Shareholders. Term of Appointment: Five years from the date of appointment i.e March 20, 2024 to March 19, 2029
Details of remuneration	No remuneration except the sitting fees and Commission as permitted under the Companies Act, 2013
Date of first appointment	March 20, 2024
Shareholding in the Company	-
Relationship with other director/Manager and other KMP	-

Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot	1
Directorships of other Board	-
Membership/Chairmanship of Committees of other Board	-

ITEM NO 2: CHANGE IN DESIGNATION OF MR. MAYUR NAGINDAS DOSHI (DIN: 08351413) FROM NON-EXECUTIVE NON-INDEPENDENT DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY.

Mr. Mayur Nagindas Doshi (DIN: 08351413) has completed his Master of Business Administration from Bangalore University and having experience in Corporate Finance and Banking 28 years and has been appointed as an Executive Director from Non-Executive Non-Independent Director on the Board of the Company with effect from March 20, 2024 pursuant to Section 196, 197 and 203 read with Schedule V and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next Annual General Meeting and as such the approval of the shareholders is required to be taken at the next Annual General Meeting, in terms of the provisions of the Companies Act, 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The terms and conditions of his appointment are as under:

1. Place of Posting/Transfer:

You will be posted at “**Mumbai**” and report to the person nominated by us. However, your services are liable to be transferred to any other Departments/ Divisions anywhere in India. Notwithstanding your appointment in this Company, the company may assign your services to any other Company of the Group. You may also be assigned such other duties as may become necessary at the discretion of the Management in any Branch or office of the Company and / or its subsidiaries or Associate Companies.

2. Medical Fitness & Verification of Particulars:

Your appointment is subject to:

- a) Your completing the prescribed Pre – employment medical examination and found fit by a certified / registered medical practitioner and remaining fit for the role assigned to you throughout your tenure.
- b) All the documents / testimonials like Educational certificates, appointments and relieving letters from all previous organizations, address proof, photo identity proof, or any other document which is shared by you are found true.
- c) At the time of joining you are required to submit all the documents as mentioned in clause 3 (a) and (b), these documents shall be kept as a record by the organization. You will share your bank account number on which your salary will be credited.

3. Reference:

This appointment is also subject to a satisfactory report from your former employers and the references given by you.

4. Resignation, Retirement & Termination of Permanent Service:

- a) You will retire from the service of the Company on attaining the superannuation age of 58 years.
- b) You will be required to serve notice period of 3 months from the date of resignation but management solely at its own discretion can decide to relieve you before this period after deducting basic pay in lieu of the notice period.
- c) If you absent yourself without sanctioned leave or remain absent beyond the period of leave originally granted or subsequently extended, you shall be considered as having voluntarily terminated your employment without giving any notice unless you
 - i. Return to work within 8 days from the commencement of such absence and
 - ii. Give an explanation to the satisfaction of the Management regarding such absence.
- d) In the event of any misconduct, the Company reserves the right to take appropriate disciplinary action as it may deem fit.
- e) On satisfactory completion of the probation period and after your confirmation in except for the reasons mentioned in this appointment letter, your services can be terminated by giving notice of three (3) months on either side.

5. Remuneration:

Subject to Provision of the Companies Act 2013

Maximum Remuneration Structure

Components	Amount Per Annum (in Rs.)
Basic Salary	1200000
Allowances	
House Rent Allowance	600000
Special Allowance	600000
Gross Fixed CTC	2400000

a. Provident Fund Scheme:

You shall be covered under the Provident Fund Scheme wherein the Company and you will contribute 12% of your basic salary towards the Fund. Similar deduction will be made from your salary towards employee contribution. You will be required to submit necessary enrolment/transfer forms to the HR Department immediately.

b. Payment of Bonus Act 1965:

The Bonus shall be paid under Payment of Bonus Act 1965, wherever applicable.

c. Gratuity:

Gratuity is applicable as per Gratuity Act 1972.

d. Leave Travel Allowance:

Leave Travel allowance can be claimed only on confirmation & on availing 3 days minimum Privilege Leave as per tax rules applicable for tax exemption.

In a block of four (4) years an employee can claim Leave Travel Allowance twice as non-taxable as per income tax rules applicable for tax exemption.

e. Annual Appraisals:

Annual appraisals are strictly as per discretion of the Management.

Employees joined on or before 30th Sept of the financial year are eligible for appraisal as per policy guidelines.

Employees joining on or after 1st October of the financial year shall be eligible for appraisal review in the next financial year, at the sole discretion of the management.

f. Taxation:

The emoluments/benefits due to you will be liable/subject to tax in accordance with the provisions of the Income Tax Act and Rules made there under as also other applicable laws, if any, as may be in force from time to time.

6. General:

- a) You will intimate in writing to the Management any change of address within a week from change of the same, failing which any communication sent on your last recorded address shall be deemed to have been served on you.
 - b) Acceptance letter and all future correspondence should be addressed to the undersigned.
 - c) All other Standard Rules of the Company as existing now and as may be amended from time to time, will be applicable to you. In the event of the State/Central Government enacting any law conferring the same or similar benefits extended to you under this letter, you would be entitled to the more beneficial of the two, but not both.
 - d) This contract has been made in Mumbai and any dispute or suit, action or proceedings arising out of this agreement or breach thereof or in respect of any matter or thing as herein contained and any claim by either party against the other shall be instituted or adjudicated upon or decided in the first instance only by the appropriate court of law in the city of Mumbai and no other court in India shall have jurisdiction.
 - e) All the Joining expenses, if any, including notice pay buyout, joining bonus, relocation expenses & any other expenses agreed between you and the Management shall be recoverable should you leave the Organization before a period of 2 years from the date of joining on pro-rata basis.
- 7. Mr. Mayur Nagindas Doshi is not related to any of the Directors of the Company. The Board recommends to pass the said resolution as a Special Resolution.**

8. Mr. Mayur Nagindas Doshi shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

Further, as stipulated under Secretarial Standard-2, brief profile Mr. Mayur Nagindas Doshi (DIN: 08351413) below in Table:

Brief Profile

Date of Birth & Age	08.12.1971 52 years
Qualifications & Experience	Mr. Mayur Nagindas Doshi has more than 2.8 decade of Experience in the Field of Corporate Finance and Banking. He has worked with various companies in the field of Steel, Automobile, Merchant Exports, Real Estate and Online Education etc.
Terms and Conditions of appointment or reappointment along with remuneration sought to be paid.	Appointed as Executive Director from Non-Executive Non-Independent Director of the company by Board of Directors in the Meeting held on March 20, 2024 subject to approval of Shareholders. Term of Appointment: Five years from the Change in Designation i.e March 20, 2024 to March 19, 2029.
Date of first appointment	December 02, 2021
Shareholding in the Company	-
Relationship with other director/Manager and other KMP	-
Number of meetings attended from the date of appointment till the date of Notice of this Postal Ballot	01
Directorships of other Board	1) Green Earth Commercial Vehicles Private Limited 2) Tranztar Commercial Vehicle Applications Limited 3) Amw Finance Limited 4) Amw Engineering Services Limited 5) Inimitable Capital Finance Private Limited 6) Asia Motorworks Holdings Limited 7) Asia Motorworks Limited
Membership/Chairmanship of Committees of other Board	-

For Frontier Capital Limited

**Sd/-
Deepak Khandelwal
Company Secretary and Compliance Officer**

Date: 16.05.2024

Place: Mumbai

Frontier Capital Limited

Office No. 7, 2nd Floor, Readymoney Terrace,
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