

Dated: 14th May, 2019

To,
BSE Limited
Department of Corporate Services,
P.J. Tower, Dalal Street,
Mumbai - 400051

Ref: Scrip code - 508980

Sub: Outcome of the Postal Ballot/ E-voting

Dear Sir/ Madam,

In furtherance to our intimation dated 8th April, 2019 w.r.t. postal ballot/ e-voting conducted by the Company, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
2. Report of Scrutinizer dated 13th May, 2019, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
3. Highlights of the changes in the Memorandum of Association of the Company as per Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as an Annexure.

Kindly take the above information on record.

Yours sincerely,
For Frontier Capital Limited


Aniket Prabhu
Compliance Officer and Company Secretary



Frontier Capital Limited

7th Floor, Tower 1, Equinox Business Park,
Peninsula Techno Park, LBS Marg, Kurla (west),
Mumbai - 400070

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DETAILS OF VOTING RESULTS AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS 2015

Type of meeting	Postal Ballot
Date of Declaration of Voting Results of Postal Ballot	13-05-2019
Total number of shareholders on record date	28
No. of shareholders who casted their votes	
a) Promoters and Promoter group	2
b) Public	3
No. of shareholders attended the meeting through video conferencing - NA	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	3

Agenda wise resolutions passed by remote e-voting and poll at the AGM are enclosed herewith. You are requested to take the above information on record.

Yours sincerely,

For Frontier Capital Limited


Aniket Prabhu
Compliance Officer and Company Secretary



Resolution(1)								
Resolution required: (Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, but in accordance with the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provision specified in Reg. 23 (Related Party Transactions) are not apply to Company.				
Description of resolution considered				TO APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	193510	193510	100	193510	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		193510	193510	100	193510	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	68653	45052	65.6228	45052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		68653	45052	65.6228	45052	0	100
Total		262163	238562	90.9976	238562	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution(2)								
Resolution required: (Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, but in accordance with the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provision specified in Reg. 23 (Related Party Transactions) are not apply to Company.				
Description of resolution considered				TO APPROVE VARIATION IN THE TERMS OF EXISTING 0.01% NON- CONVERTIBLE REDEEMABLE PREFERENCE SHARES.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	193510	193510	100	193510	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		193510	193510	100	193510	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	68653	45052	65.6228	45052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		68653	45052	65.6228	45052	0	100
Total		262163	238562	90.9976	238562	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	193510
Public Insitutions	0
Public - Non Insitutions	0



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, but in accordance with the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provision specified in Reg. 23 (Related Party Transactions) are not apply to Company.				
Description of resolution considered				TO CONSIDER ISSUE OF EQUITY SHARES FOR UPTO RS. 2 CRORE TO INIMITABLE CAPITAL FINANCE PRIVATE LIMITED				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	193510	193510	100	193510	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		193510	193510	100	193510	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	68653	45052	65.6228	45052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		68653	45052	65.6228	45052	0	100
Total		262163	238562	90.9976	238562	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	176610
Public Insitutions	0
Public - Non Insitutions	0



VIPIN TIWARI & CO.
COMPANY SECRETARIES

To,
The Chairman,
Frontier Capital Limited
Peninsula Technopark Tower-1, 7th Floor,
Off Bandra-Kurla Complex, Lbs Marg,
Kurla (West) Mumbai 400070

**Sub: Consolidated Report of Scrutinizer on the results of voting conducted through Postal
Ballot and voting through Electronic Means.**

Dear Sir,

1. I, Vipin Mahendra Kumar Tiwari, Proprietor of M/s. Vipin Tiwari & Co., a Company Secretary Firm having its Registered Office at F/262/1, First Floor, Dreams The Mall, L.B.S. Marg, Bhandup west, Mumbai - 400078, was appointed as the Scrutinizer by the Board of Directors of FRONIER CAPITAL LIMITED ("the Company"), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 to scrutinize the votes cast electronically ("E-voting") as well as through Postal Ballot on the item of business set out in the Notice of Postal Ballot dated April 10th, 2019 in a fair and transparent manner.

2. The Compliance with the provision of the Companies Act, 2013 and rule made thereunder relating to postal ballot by the shareholders on the resolutions proposed in the Notice of Postal Ballot is the responsibility of the Management. My responsibility as the scrutinizer is to render consolidated Scrutinizer's Report of the total votes casted in favour or against if any, on the resolutions.

3. In accordance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 of the Companies Act 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided E-voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services (India) Limited {"CDSL"}.

Reg. Off. – F/262/1, Dreams The Mall, L.B.S. Marg, Bhandup West, Mumbai – 400078

Contact – 9029955553 / 9892470712;

Tel – 022 4120 1837; E-mail – pcsinfo01@gmail.com

4. The Postal Ballot Notice and the Forms along with postage prepaid Business Reply Envelope were dispatched to the members through prescribed mode on April 10th, 2019 and were sent electronically to the members whose email addresses registered with the Depository Participants/Registrar and Transfer Agent as on the cut-off date being Monday, April 08th, 2019.

5. In terms of Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in the Newspaper "Financial Express" and "Mumbai Lakshadeep" both dated April 12, 2019, informing about the completion of dispatch of Postal Ballot Notice and Forms and details of E-voting.

6. The E-voting period begin from Friday, April 12, 2019 at 10:00 A.M. (IST) and ends on Sunday, May 12, 2019 at 05:00 P.M. (IST),. During the period, Members of the Company holding share in physical and/or in dematerialised form, as on cut-off date i.e. Monday, April 08th, 2019 were entitled to vote on the resolution set out in the Notice of Postal Ballot dated April 10th, 2019.

7. The e-voting module of Depository Services (India) Limited was disabled on Sunday, May 12, 2019 at 5.00 p.m. (IST) and unblocked thereafter by me on Monday, May 13, 2019 at 8.17 a.m. (IST).

8. The Postal Ballot Form received upto 5.00 p.m. (IST) on Sunday, May 12, 2019 was Nil.

9. The summary of votes cast by Remote E-voting and by Postal Ballot Forms is given below:

Item 1: SPECIAL RESOLUTION

TO APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	06	238562	100.00
Physical Ballot	00	0	0
Total	06	238562	100.00

CONTINUATION SHEET

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

Item 2: SPECIAL RESOLUTION

TO APPROVE VARIATION IN THE TERMS OF EXISTING 0.01% NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES:-

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	03	45052	100.00
Physical Ballot	00	00	00.00
Total	03	45052	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(iv) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	3	193510
Physical Ballot	0	0

Item 3: SPECIAL RESOLUTION

TO CONSIDER ISSUE OF EQUITY SHARES FOR UPTO RS. 2 CRORE TO INIMITABLE CAPITAL FINANCE PRIVATE LIMITED:-

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	04	61952	100.00
Physical Ballot	00	00	00.00
Total	04	61952	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

(v) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	2	176610
Physical Ballot	0	0

CONTINUATION SHEET

10. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballots Forms will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman.

Thanking You,
Yours faithfully,

For Vipin Tiwari & CO.
Company Secretaries



Vipin Tiwari
CS Vipin Mahendra Kumar Tiwari
Proprietor
M.NO. 40765
C.P. NO. 17328

Place: Mumbai
Date : 13th May, 2019

Countersigned
For Frontier Capital Limited.

Aparajita

Highlights of the changes in the Memorandum of Association of the Company as approved by the shareholder's through postal ballot/e-voting

The Company has considered varying the rights, terms and conditions of such Preference Shares of the Company being 1,40,000 (One Lakh Forty Thousand only) 0.1% Non-Cumulative Redeemable Preference Shares of Rs. 1000 (Rupees thousand only) per share totally amounting to Rs. 14,00,00,000 (Rupees Fourteen crore only) to 1,40,000 (one lakh forty five thousand) 0% Compulsorily Convertible Preference Shares ("CCPS") of Rs. 1000 (Rupees One Thousand only) per share totally amounting to Rs. 14,00,00,000 (Rupees Fourteen crore only) and such converted Preference Share Capital of the Company i. e. the CCPS shall be compulsorily converted, with immediate effect, into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each issued at par totally amounting to Rs. 14,00,00,000 (Rupees Fourteen Crore only) by preferential allotment.

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.

The Clause V – Memorandum of Association shall be altered by deletion of the existing clause and by substitution thereof with the following:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 50,000 (Fifty Thousand) Non-Convertible Redeemable Preference Shares of Rs. 1,000 each (Rupees One Thousand only) each with the power to issue the new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time."

