

Dated: 20th September, 2019

To,
The Manager (CRD)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Ref: Scrip Code – 508980 (Frontier Capital Limited)

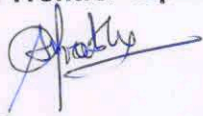
Subject: Addendum to Notice of the 35th Annual General Meeting

Dear Sir,

Kindly find enclosed herewith addendum, to the notice of 35th Annual General Meeting of the Company to be held on September 30, 2019 issued to the members of the Company on 20th September, 2019.

Kindly take the same on your records and acknowledge the receipt.

For Frontier Capital Limited



Aniket Prabhu
Compliance Officer & Company Secretary



Encl: Copy of addendum to the notice of 35th Annual General Meeting of Frontier Capital Limited

Frontier Capital Limited

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

CIN : L65990MH1984PLC033128

T : +91-22 3382 6259
F : +91-22 3382 6123
W : www.frontiercapital.in

**FRONTIER CAPITAL LIMITED**

[Formerly known as Frontier Leasing and Finance Limited]

Regd. Office: 7th Floor, Tower 1, Equinox Business Park, L.B.S. Marg, Kurla, Mumbai – 400070.

Tel No. 91 22 33826248/6259 **Fax:** 91 22 33826123

ADDENDUM TO THE NOTICE OF THE 35TH ANNUAL GENERAL MEETING**To the Members,**

We draw your kind attention towards our Notice dated September 6th, 2019 calling the 35TH Annual General Meeting of the Company (NOTICE) to be held on September 30, 2019 at 2.00 p.m. at 7th Floor, Tower 1, Equinox Business Park, Peninsula Techno Park, Off. Bandra Kurla Road, L.B.S. Marg, Mumbai – 400 070 sent through permitted mode on September 06TH, 2019

Company had passed the special resolution through postal ballot and E-voting on 11th August, 2019 for Preferential Issue of 1,65,00,000 Equity Shares of Rs. 10 each and In-principal approval for the same was obtained from the BSE Limited on 1st August, 2019. Accordingly, as per Regulation 170(1) of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter called as “ICDR Regulations”) allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution i.e. 11th August, 2019. The Company has made the allotment of 1,65,00,000 Equity Shares of Rs. 10 each on 27th August, 2019 i.e. on sixteenth day after passing of special resolution.

Pursuant to regulation 170(2) of ICDR Regulations, if the allotment of securities is not completed within fifteen days from the date of passing of special resolution, then a fresh special resolution is required to be passed by shareholders of the Company for such issue. Hence, the Company is issuing this Addendum to the Notice of 35th Annual General Meeting of the Company.

On 27th August, 2019 Company has passed the Board Resolution for the allotment of 1,65,00,000 Equity Shares of Rs. 10 each to the Following allottees by Circulation:

Upon Conversion of Compulsory Convertible preference Shares –

- 1. Anirudh Bhuwalka - 9,10,000**
(Against existing 9,100, 0.01% Compulsorily Convertible Preference Shares)
- 2. Inimitable Capital Finance Private Limited (Existing Promoter) - 88,90,000**
(Against existing 88,900, 0.01% Compulsorily Convertible Preference Shares)
- 3. Atul Bhagwat - 22,40,000**
(Against existing 22,400, 0.01% Compulsorily Convertible Preference Shares)
- 4. Vinay Kalantri - 19,60,000**
(Against existing 19,600, 0.01% Compulsorily Convertible Preference Shares)

Upon Issue of Fresh Equity Shares under Private Placement

- 1. Inimitable Capital Finance Private Limited (Existing Promoter) – 25,00,000**

Pursuant to Regulation 170(2) of the Chapter V of ICDR Regulations, your Directors recommend approval of Shareholders for allotment of 1,65,00,000 Equity Shares of Rs. 10 each as required under regulation 170(2) of ICDR Regulations by passing a Special Resolution. The Board of Directors therefore recommends that the following items of business shall be included in the notice dated 6th September, 2019 as new Item No. 6 under special business. All other contents of the AGM Notice, save and except this Addendum, shall remain

unchanged. Members are requested to note the contents of the Item No. 6 of the AGM Notice and the explanatory statement thereto as set forth hereunder:

Special Business

Item No. 6

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

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

“RESOLVED THAT 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 (hereinafter called as “ICDR Regulations”) and applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) and all other applicable laws, applicable regulations, circulars, notifications issued by the Securities and Exchange Board of India (“SEBI Regulations”), the Reserve Bank of India (“RBI”), stock exchanges on which the equity shares of the Company are listed or such other relevant statutory, governmental and other authorities and/or departments, from time to time, to the extent applicable and other approvals, consents, permissions and sanctions as may be required and subject to such conditions and modifications which may be agreed by Board of Directors, the consent of the members of the Company be and is hereby accorded for an allotment of 1,65,00,000 (One Crore Sixty Five Thousand) Equity Shares of Rs. 10 (Rupees Ten) each of the Company at par, to the following allottees:

Upon Conversion of Compulsory Convertible preference Shares -

- 1. Anirudh Bhuwarka - 9,10,000**
(Against existing 9,100, 0.01% Compulsorily Convertible Preference Shares)
- 2. Inimitable Capital Finance Private Limited (Existing Promoter) - 88,90,000**
(Against existing 88,900, 0.01% Compulsorily Convertible Preference Shares)
- 3. Atul Bhagwat - 22,40,000**
(Against existing 22,400, 0.01% Compulsorily Convertible Preference Shares)
- 4. Vinay Kalantri - 19,60,000**
(Against existing 19,600, 0.01% Compulsorily Convertible Preference Shares)

Upon Issue of Fresh Equity Shares under Private Placement

- 1. Inimitable Capital Finance Private Limited (Existing Promoter) - 25,00,000**

RESOLVED FURTHER THAT pursuant to regulation 170 (1) read with regulation 170(2) of ICDR Regulations, the Equity Shares were allotted on 27th August, 2019 by the Company be an is hereby noted and approved.

RESOLVED FURTHER THAT the Equity Shares of the Company allotted pursuant to the conversion of CCPS shall be rank paripassu with the existing fully paid up Equity Shares of the Company in all respects except for entitlement of Dividend which will be on pro rata basis;

RESOLVED FURTHER THAT upon receipt of the approval from the Stock Exchange for listing of securities, the Company shall apply to the Depositories CDSL and NSDL for the credit of the securities in Dematerialised form.

RESOLVED FURTHER THAT the Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the ICDR Regulations;

RESOLVED FURTHER THAT as per the Regulation 170(1) of the Chapter V of the Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018, the "Relevant Date" for the purpose of determining the issue price of the Equity Shares shall be 30th August, 2019, being the date thirty days prior to the date on which the meeting of shareholders is held;

RESOLVED FURTHER THAT (i) Mr. Hemendranath Choudhary; Whole Time Director (ii) Ms. Usha Iyengar, Director and (iii) Mr. Aniket Prabhu, Company Secretary be and are hereby authorized to file such returns and forms under the Companies Act, 2013 with the office of the Registrar of Companies, Ministry of Corporate Affairs, and be also authorized to appoint Advisors, banks and other intermediaries, or other agencies concerned, to issue any deed, documents and writing, to pay any fees, remuneration, expenses relating thereto, to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in their absolute discretion as they may deem fit in the best interest of the Company and be authorized generally to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

In order to comply with the 170(2) of the Chapter V of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018, Company recommend the approval of the members for allotment of 1,65,00,000 Equity Shares of Rs. 10 each with delay of one day as per 170(1) of the Chapter V of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018

Company had passed the special resolution through postal ballot and E-voting on 11th August, 2019 for Preferential Issue of 1,65,00,000 Equity Shares of Rs. 10 each and In-principal approval for the same was obtained from the BSE Limited on 1st August, 2019. Accordingly, as per Regulation 170(1) of the Chapter V of the Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018 (hereinafter called as "ICDR Regulations") allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution i.e. 11th August, 2019. As Company has made the allotment of 1,65,00,000 Equity Shares of Rs. 10 each on 27th August, 2019, there is delay of one day. Hence, Company is required to pass Special Resolution pursuant to Regulation 170(2) of the Chapter V of ICDR Regulations.

Your Board recommends the Special Resolution set forth in item no. 6 for the approval of members.

The disclosures prescribed under the Companies Act, 2013 and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended,

or Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item Nos. 6 are as follows:

A. THE OBJECTS OF THE PREFERENTIAL ISSUE:

(As per Regulation 163 (1) (a) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

The object(s) for varying the terms of existing 0.1% Non-Convertible Redeemable Preference Shares and issue of Fresh Equity to the promoters i. e. ICFPL, is to meet the working Capital Requirement and to meet the guidelines and maintain minimum Net Owned Fund under Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

B. TYPE AND MAXIMUM NUMBER OF SECURITIES TO BE ISSUED:

(As per Regulation 163 (1) (b) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

It is proposed to issue and allot in aggregate and maximum upto 1,40,00,000 (One Crore Forty Lakh) Equity Shares at a price of Rs. 10/- per share, aggregating to Rs. 14,00,00,000/- to Proposed Allottee against conversion of CCPS issued and maximum upto 25,00,000 Equity shares of Rs. 10 each under fresh issue.

Maximum 100 Equity Shares of Rs. 10 each shall be allotted against 1 Non-Convertible Redeemable Preference Shares of Rs. 1000.

C. PROPOSAL / INTENT OF THE PROMOTERS, DIRECTORS OR KEY MANAGEMENT PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE OFFER:

(As per Regulation 163 (1) (c) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

M/s. Inimitable Capital Finance Private Limited, Promoter Group entity, and Mr. Anirudh Bhuwarka, Promoter and Ultimate Beneficial Owner of Inimitable Capital Finance Private Limited is intending to participate / subscribe to the proposed issue and no other Director(s) or Key Managerial Personnel(s) are subscribing to this offer.

D. SHAREHOLDING PATTERN OF THE ISSUER BEFORE AND AFTER THE PREFERENTIAL ISSUE AND ALLOTMENT:

(As per Regulation 163 (1) (d) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

The table mentioned below shows the shareholding pattern of the Company consequent to conversion of CCPS into Equity and issue and allotment of fresh equity as per resolutions at Item No. 6:

Pre - Issue				Post issue of new Equity to promoter			
A	Promoters Holding (No. of Shares)			Promoters Holding (No. of Shares)			
1	Indian			1	Indian		
	Individuals/Hindu undivided Family	1	16,900		Individuals/Hindu undivided Family	1	9,26,900
	Any Other (Body Corporate)	1	1,76,610		Any Other (Body Corporate)	1	1,15,66,610

2	Foreign Promoter	0	0	2	Foreign Promoter	0	0
	Sub-total (A)	2	1,93,510		Sub-total (A)		1,24,93,510
B	Non- promoter shareholding			Non- promoter shareholding			
1	Individuals - (Individual shareholders holding nominal share capital up to Rs. 2 lakhs)	19	16,335	1	Individuals - (Individual shareholders holding nominal share capital up to Rs. 2 lakhs)	19	16,335
2	Any other	7	52,318	2	Any other	9	42,52,318
	Sub-total (B)	26	68653		Sub-total (B)	28	42,68,653
	Total (A+B)	28	2,62,163		Total (A+B)	30	1,67,62,163

Notes:

- Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 30th June, 2019.
- Assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared.
- Name of allottees and the percentage of post Conversion and preferential issue of Equity Share capital that shall be held by them:

Sr. No.	Name of the Allottees	Current Equity Holding		Post Preferential Issue	
		No. of shares	%	No. of shares	%
1	Anirudh Bhuwalka	16,900	6.45	9,26,900	5.53
2	Inimitable Capital Finance Private Limited	1,76,610	67.37	1,15,66,610	69.00
3	Atul Bhagwat	0		22,40,000	13.77
4	Vinay Kalantri	0		19,60,000	12.05

E. PROPOSED TIME FRAME WITHIN WHICH THE PREFERENTIAL ISSUE SHALL BE COMPLETED:

(As per Regulation 163 (1) (e) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

Hence Company allotted the Equity Shares on 16th day from the date of passing of this resolution, and therefore require Special Resolution As per Regulation 170 (2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

F. IDENTITY OF THE NATURAL PERSONS WHO ARE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND / OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES:

(As per Regulation 163 (1) (f) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

Mr. Anirudh Bhuwalka is the Ultimate Beneficial owner of the proposed allottee (i. e. ICFPL) holding 99.9% of the shareholding of ICFPL and is also promoter of the Company. There is no change in the control of the issuer consequent to the proposed Preferential Issue.

Percentage of Pre and Post holding is mentioned in table hereunder

Sr. No.	Name of the Proposed Allotees	Category	Name of the natural persons who are the ultimate beneficial owners	Current Equity Holding		Post Conversion of preferential issue	
				No. of shares	%	No. of shares	%
1	Anirudh Bhuwalka	Promoter (Individual)	NA	16,900	6.45	9,26,900	5.53
2	Inimitable Capital Finance Private Limited	Promoter entity (Private Limited Company)	Anirudh Bhuwalka	1,76,610	67.37	1,15,66,610	69.00
3	Atul Bhagwat	Public (Individual)	NA	0		22,40,000	13.36
4	Vinay Kalantri	Public (Individual)	NA	0		19,60,000	11.69

G. UNDERTAKING THAT THE ISSUER SHALL RE-COMPUTE THE PRICE OF THE SPECIFIED SECURITIES IN TERMS OF THE PROVISION OF THESE REGULATIONS WHERE IT IS REQUIRED TO DO SO:

(As per Regulation 163 (1) (g) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

This clause is not applicable to the Company as shares of the Company have been listed on a recognized stock exchange (BSE) for a period of more than twenty six weeks as on the relevant date.

H. UNDERTAKING THAT IF THE AMOUNT PAYABLE ON ACCOUNT OF THE RE-COMPUTATION OF PRICE IS NOT PAID WITHIN THE TIME STIPULATED IN THESE REGULATIONS, THE SPECIFIED SECURITIES SHALL CONTINUE TO BE LOCKED- IN TILL THE TIME SUCH AMOUNT IS PAID BY THE ALLOTTEES.

(As per Regulation 163 (1) (g) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

This clause is not applicable to the Company as shares of the Company have been listed on a recognized stock exchange (BSE) for a period of more than twenty six weeks as on the relevant date.

I. DISCLOSURES SPECIFIED IN SCHEDULE VI, IF THE ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS IS A WILFUL DEFAULTER:

(As per Regulation 163 (1) (i) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

- ✓ It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.
- ✓ The Proposed Allottees has not sold any equity shares during the six months preceding the Relevant Date.

LOCK IN:

(As per Regulation 167 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

The Equity Shares, to be allotted to the Proposed Allottees upon conversion and fresh issue including the pre-preferential allotment shareholding of the Proposed Allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended or Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable.

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of six months from the date of trading approval:

Auditor's Certificate

A copy of the certificate from the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2009 as amended, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of AGM i.e. 30th September, 2019.

In accordance with the ICDR Regulations, (i) all the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only; (ii) the Company and none of its Promoters or Directors is a wilful defaulter or a fugitive economic offender; and (iii) valuation requirement is not applicable as the securities are proposed to be issued for cash consideration.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, at Item No. 6 the Notice.

For and on behalf of the Board of Directors

Sd/-

Aniket Prabhu

Company Secretary and Compliance Officer

Place: Mumbai

Date: 20th September, 2019

FRONTIER CAPITAL LIMITED

**Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex,
LBS Marg, Kurla (West), Mumbai - 400 070.**

Tel.: +91 22 33826248 /6259| Fax: +91 22 33826123| Visit us at: www.flfindia.com

CIN: L65990MH1984PLC033128

Form No. MGT - 11

PROXY FORM

**[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]**

35th ANNUAL GENERAL MEETING - 30th SEPTEMBER, 2019

Name of the Member : _____
Registered Address : _____
Email : _____
Folio No./ DP Id Client Id : _____

I/We, being the member(s) of _____ shares of Frontier Capital Limited, hereby appoint;

1 . Name : _____
Address : _____
Email ID : _____
Signature : _____

or Failing him/her

2 . Name : _____
Address : _____
Email ID : _____
Signature : _____

or Failing him/her

3 . Name : _____
Address : _____
Email ID : _____
Signature : _____

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 35th Annual General Meeting of the Company to be held on Monday, the 30th September, 2019 at 2.00 pm at Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai - 400 070 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolutions	Vote Please mention no. of Shares)		
		For	Against	Abstain
Ordinary Business:				
1.	To approve Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon.			
2.	To appoint a director in place of Mrs. Usha Iyengar, Director (DIN: 03447551) who retires by rotation and being eligible, offers herself for re-appointment.			
Special Business:				
3.	Re-appoint Mr. Hemendra Nath Choudhary as a Whole-Time Director.			
4.	Alteration of Article of Association			
5.	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.	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			

Signed this day of 20

Affix One Rupee
Revenue Stamp

Signature of the member

Note: Proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.