

25<sup>th</sup> September, 2015

To,

**Bombay Stock Exchange Limited**  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub: - Disclosure of Voting Results of the 31<sup>st</sup> Annual General Meeting of the Company pursuant to Clause 35A of the Listing Agreement**

**Ref: Scrip code 508980**

Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement enclosed are the voting details on Resolutions as mentioned in the Notice of the 31<sup>st</sup> Annual General Meeting.

Sr. No	DESCRIPTION	
A	Date of AGM	25th September, 2015
B	Book Closure Date	21-09-2015 to 25-09-2015 (Both Days Inclusive)
C	Total number of shareholders on record date	28
D	No. of shareholders present in the meeting either in person or proxy Promoters and Promoter Group Public	2 3
E	No of shareholders attended the meeting through Video conferencing	Not arranged

The Scrutinizer's report is enclosed for your ready reference.

Kindly take the same on records and acknowledge please.

Yours truly,  
For **Frontier Capital Limited**

*Sarika Shinde*  
**Sarika Shinde**  
Company Secretary



Encl:- Voting details agenda wise

**Frontier Capital Limited**

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

CIN: L65990MH1984PLC033128

T : + 91-22 33826259  
F : + 91-22 67101503  
+ 91-22 67101504  
W : www.frontiercapital.in

AGENDA-WISE

Sr. No.	Details of Agenda	Resolution required: (Ordinary /Special)	Remarks
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended as at 31 <sup>st</sup> March, 2015 and the Audited Profit and Loss Account of the Company for the year ended 31 <sup>st</sup> March, 2015 together with Directors' Report and the Auditors' Report thereon.	Ordinary	The resolution was passed with requisite majority.
2	Declaration of Dividend on Equity shares and Preference Shares.	Ordinary	The resolution was passed with requisite majority.
3	Appointment of Statutory Auditors and to fix their remuneration	Ordinary	The resolution was passed with requisite majority.
4	Appointement of Mr D G Prasad as an Independent Director.	Special	The resolution was passed with requisite majority.
5	Appointement of Mr Nitin Chamaria as an Director.	Special	The resolution was passed with requisite majority.
6	Appointement of Mrs Usha Iyengar as an Director.	Special	The resolution was passed with requisite majority.
7	Approval of Appointment of Mr Ankkrit Chaudhry as an Manager of the Company	Special	The resolution was passed with requisite majority.

Date:- 25<sup>th</sup> September, 2014  
Place:- Mumbai

For Frontier Capital Limited

*Handwritten Signature*  
Company secretary



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Frontier Capital Limited  
Combined Results of Evoting & poll

Resolution Id	Category	Shares Held (1)	Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes - In Favour (4)	No of Votes against - (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
1	<b>To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended as at 31st March, 2015 and the Audited Profit and Loss Account of the Company for the year ended 31st March, 2015 together with Directors' Report and the Auditors' Report thereon.</b>								
	Promoter and promoter Group	1,93,510	1,93,510	100	1,93,510	0	100	0	
	Public - Institutional Holders	0	0	0	0	0	0	0	
	Public- Others	51490	33,790	65.62	33,790	0	100	0.00	
	Total	2,45,000	2,27,300		2,27,300	0			
2	<b>To declare dividend on the Ordinary (Equity) Shares and (Preference) Shares for the financial year ended March 31, 2015.</b>								
	Promoter and promoter Group	1,93,510	1,93,510	100	1,93,510	0	100	0	
	Public - Institutional Holders	0	0	0	0	0	0	0	
	Public- Others	51490	33,790	65.62	33,790	0	100	0.00	
	Total	2,45,000	2,27,300		2,27,300	0			
3	<b>Appointment of Statutory Auditors and to fix their remuneration</b>								
	Promoter and promoter Group	1,93,510	1,93,510	100	1,93,510	0	100	0	
	Public - Institutional Holders	0	0	0	0	0	0	0	
	Public- Others	51490	33,790	65.62	33,790	0	100	0.00	
	Total	2,45,000	2,27,300		2,27,300	0			
4	<b>Appointment of Mr D G Prasad as an Independent Director.</b>								
	Promoter and promoter Group	1,93,510	1,93,510	100	1,93,510	0	100	0	
	Public - Institutional Holders	0	0	0	0	0	0	0	
	Public- Others	51490	33,790	65.62	33,790	0	100	0.00	
	Total	2,45,000	2,27,300		2,27,300	0			
5	<b>Appointment of Mr Nitin Chamaria as a Director.</b>								
	Promoter and promoter Group	1,93,510	1,93,510	100	1,93,510	0	100	0	
	Public - Institutional Holders	0	0	0	0	0	0	0	
	Public- Others	51490	33,790	65.62	33,790	0	100	0.00	
	Total	2,45,000	2,27,300		2,27,300	0			
6	<b>Appointment of Mrs Usha Iyengar as a Director.</b>								
	Promoter and promoter Group	1,93,510	1,93,510	100	1,93,510	0	100	0	
	Public - Institutional Holders	0	0	0	0	0	0	0	
	Public- Others	51490	33,790	65.62	33,790	0	100	0.00	
	Total	2,45,000	2,27,300		2,27,300	0			
7	<b>Approval of appointment of Mr Ankkit Chaudhry as a Manager of the Company</b>								
	Promoter and promoter Group	1,93,510	1,93,510	100	1,93,510	0	100	0	
	Public - Institutional Holders	0	0	0	0	0	0	0	
	Public- Others	51490	33,790	65.62	33,790	0	100	0.00	
	Total	2,45,000	2,27,300		2,27,300	0			

For Frontier Capital Limited

Sarika Shinde  
Company Secretary





## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**Frontier Capital Limited**  
(Formerly known as Frontier Leasing and Finance Limited)  
7<sup>th</sup> Floor, Tower-1, Equinox Business Park,  
Peninsula Techno Park, Off Bandra Kurla Complex,  
LBS Marg, Kurla (West),  
Mumbai 400 070

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through remote E- Voting Process and on voting by Ballot Papers at 31<sup>st</sup> Annual General Meeting held on 25<sup>th</sup> September, 2015**

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Frontier Capital Limited ('the Company') in its meeting held on 12<sup>th</sup> August, 2015, for the purpose of scrutinizing the remote e-voting process and voting by use of ballot papers at the 31<sup>st</sup> Annual General Meeting of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of The Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 7 as set out in the Notice of 31<sup>st</sup> Annual General Meeting (AGM) of the members of the Company dated 12<sup>th</sup> August, 2015.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and ballot papers for voting on the resolutions contained in the said notice of AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said notice based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and voting done through Ballot papers at the AGM.
3. The Notice dated 12<sup>th</sup> August, 2015 along with the Statement setting out material facts under Section 102 of the Act was sent to the Shareholders through courier on 31<sup>st</sup> August, 2015. The said notice was dispatched on the basis of Register of Members of the Company as on 28<sup>th</sup> August, 2015.

Consolidated Scrutinizer's Report/FCL/31<sup>st</sup> AGM



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4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Apla Mahanagar" on 2<sup>nd</sup> September, 2015.
5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 18<sup>th</sup> September, 2015.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Tuesday, 22<sup>nd</sup> September, 2015 (from 10:00 a.m.) to Thursday, 24<sup>th</sup> September, 2015 (upto 5:00 p.m.). The members were given facility to cast their votes electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Ballot Papers for casting vote at the Annual General Meeting held on 25<sup>th</sup> September, 2015 to the shareholders, who did not vote through remote e-voting facility.
7. As required under the said Rules, after the closure of the voting at the Annual General Meeting, the votes cast through ballot papers were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked on 25<sup>th</sup> September, 2015 in the presence of Ms. Vibha Zaveri and Ms. Reema Solanki, who are not in the employment with the Company.
8. The summary of the voting through e-voting process and ballot papers is as under:

**Resolution No. 1**

Particulars	Ordinary Resolution to receive, consider and adopt the (a) Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015 together with the reports of Directors' and Auditors' thereon; (b) Audited Consolidated Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March 2015.					
	No. of Shareholders voted		Votes cast		Valid votes cast	
Voting pattern	Total	Valid	Total	Valid	In favour	Against
E-voting	-	-	-	-	-	-
Ballot Papers	6	6	2,27,300	2,27,300	2,27,300	-
<b>Total</b>	<b>6</b>	<b>6</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>-</b>

**Result: May be considered passed unanimously.**





Resolution No. 2

Particulars	Ordinary Resolution for (a) Declaration of Dividend @ Re. 0.10/- (0.01%) on Preference Shares of Rs. 1,000/- each for the financial year ended 31 <sup>st</sup> March, 2015 and (b) Declaration of Dividend @ Re. 1 per Ordinary (Equity) Shares of Rs. 10/- each for the financial year ended 31 <sup>st</sup> March, 2015.					
Voting pattern	No. of Shareholders voted		Votes cast		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
E-voting	-	-	-	-	-	-
Ballot Papers	6	6	2,27,300	2,27,300	2,27,300	-
<b>Total</b>	<b>6</b>	<b>6</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>-</b>
Result: May be considered passed unanimously.						

Resolution No. 3

Particulars	Ordinary Resolution for appointment of M/s. A. C. Bhuteria & Co., Chartered Accountants, Kolkata (having FRN: 303105E) as Statutory Auditors of the Company to hold office from the conclusion of 31 <sup>st</sup> Annual General Meeting till conclusion of 36 <sup>th</sup> Annual General Meeting of the Company and fix their remuneration.					
Voting pattern	No. of Shareholders voted		Votes cast		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
E-voting	-	-	-	-	-	-
Ballot Papers	6	6	2,27,300	2,27,300	2,27,300	-
<b>Total</b>	<b>6</b>	<b>6</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>-</b>
Result: May be considered passed unanimously.						





**Resolution No. 4**

Particulars	Ordinary Resolution for appointment of Mr. D. G. Prasad (DIN: 00160408) as a Independent Director of the Company to hold office as such upto 8 <sup>th</sup> December, 2019, who shall not be liable to retire by rotation.					
	No. of Shareholders voted		Votes cast		Valid votes cast	
Voting pattern	Total	Valid	Total	Valid	In favour	Against
E-voting	-	-	-	-	-	-
Ballot Papers	6	6	2,27,300	2,27,300	2,27,300	-
<b>Total</b>	<b>6</b>	<b>6</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>-</b>

**Result: May be considered passed unanimously.**

**Resolution No. 5**

Particulars	Ordinary Resolution for appointment of Mr. Nitin Chamaria (DIN: 03030771) as a Non-Executive Director of the Company, who shall be liable to retire by rotation.					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
Voting pattern	Total	Valid	Total	Valid	In favour	Against
E-voting	-	-	-	-	-	-
Ballot Papers	6	6	2,27,300	2,27,300	2,27,300	-
<b>Total</b>	<b>6</b>	<b>6</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>-</b>

**Result: May be considered passed unanimously.**





**Resolution No. 6**

Particulars	Ordinary Resolution for appointment of Mrs. Usha Iyengar (DIN: 03447551) as a Non-Executive Director of the Company, who shall be liable to retire by rotation.					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
Voting pattern	Total	Valid	Total	Valid	In favour	Against
E-voting	-	-	-	-	-	-
Ballot Papers	6	6	2,27,300	2,27,300	2,27,300	-
<b>Total</b>	<b>6</b>	<b>6</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>-</b>

**Result: May be considered passed unanimously.**

**Resolution No. 7**

Particulars	Special Resolution for appointment of Mr. Ankkit Chaudhry (PAN: AHYPC4552C) as a Manager of the Company for a period of 3 years w.e.f. 12 <sup>th</sup> August 2015.					
	No. of Shareholders voted		Votes Cast		Valid votes casted	
Voting pattern	Total	Valid	Total	Valid	In favour	Against
E-voting	-	-	-	-	-	-
Ballot Papers	6	6	2,27,300	2,27,300	2,27,300	-
<b>Total</b>	<b>6</b>	<b>6</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>2,27,300</b>	<b>-</b>

**Result: May be considered passed unanimously.**

The Register, all other papers and relevant records relating to remote e-voting and Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Place: Bhayandar  
Date: 25<sup>th</sup> September, 2015



For M Baldeva Associates  
Company Secretaries

CS Manish Baldeva  
Proprietor  
M. No. FCS 6180; C.P. No. 11062