

25th September, 2015

To,

Bombay Stock Exchange Limited

Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

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

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 31st Annual General Meeting.

| Sr. No | DESCRIPTION | | | | | | | |
|--------|--|---|--|--|--|--|--|--|
| A | Date of AGM | 25th September, 2015 | | | | | | |
| В | 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 | | | | | | |
| Е | 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.

Mumbai

Yours truly,

For Frontier Capital Limited

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 ERSTWHILE FRONTIER LEASING AND FINA | | |
|------------|--|--|--|--|--|
| 1. | To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended as at 31 st March, 2015 and the Audited Profit and Loss Account of the Company for the year ended 31 st 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 Special | The resolution was passed with requisite majority. | | |
| 5 | Appointement of Mr Nitin Chamaria as an Director. | Specia1 | The resolution was passed with requisite majority. | | |
| 6 | Appointement of Mrs Usha Iyengar as an Director. | Specia1 | The resolution was passed with requisite majority. | | |
| 7 ~ | Approval of Appointment of Mr Ankkit Chaudhry as an Manager of the Company | Special | The resolution was passed with requisite majority. | | |

Date:- 25th September, 2014 Place:- Mumbai

For Frontier Capital Limited Capita

Company secretary

Mumbai

FRONTIER

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

CIN: L65990MH1984PLC033128

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F:+ 91-22 67101503 + 91-22 67101504

W: www.frontiercapital.in

| To creative, consider and along the Analited Financial Statement of the Contiguory Chicagony Chi | | | | | Combined Results of Evoting &poll | ng &poll | | | |
|--|---------------|---|--------------------|----------------|---|---|------------------------------|--|---------------------|
| To receive, consider and along 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 Financial Year ended as at 31st March, 2015 together with Directory Report and the Audited Report Record. 1,95.510 1.05.51 | Resolution Id | | Shares Held (1) | | % 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 | |
| Public Cohesis and Promoter Group 1,93,510 1,93,5 | 1 | To receive, consider and adopt the Aud for the year ended 31st March 2015 to | dited Financial | Statement of | the Company for the Financial | Year ended as at 31st Mi | rch, 2015 and the / | studited Profit and Loss Ac | Count of the Common |
| Public Chere of Architectoral Holders | | 107 | l 1 03 510 | rectors' Kepor | t and the Auditors' Report the | reon. | | | come or the company |
| Total Criteria Tota | | Public - Institutional Holders | 010,00,1 | | 100 | 1,93,510 | 0 | | |
| Trotal T | | Public- Others | 51400 | | 0 | 0 | 0 | | |
| To declate dividend on the Ordinary (Equity) States and (Preference) States for the financial year ended March 31, 2015. Promoter and promoter Group 139,510 159,510 159,510 159,510 100 | | Total | 2.45,000 | 2 | 65.62 | 33,790 | 0 | | |
| To declare (richer and promoter (Group 193,510 193 | | | | 000,12,12 | | 2,27,300 | 0 | | |
| Public - Cheres 1,93,510 1,93,510 1,93,510 1,00 | | To declare dividend on the Ordinary (E | 'quity) Shares a | nd (Prefrence) | Shares for the financial year e | nded March 31 2015 | | | |
| Public Chiese Public Chiese 1,35,310 100 | | Promoter and promoter Group | 1,93,510 | 1.93.510 | 1001 | 1 02 510 | | | |
| Public Cheese Public Cheese State Control of Early Control o | | Public - Institutional Holders | 0 | | 001 | 016,84,1 | 0 | | 0 |
| Total Total Check Chec | | Public- Others | 51490 | | 0 85 63 | 0 | 0 | | 0 |
| Appointment of Statistical Holders 1.93,510 1.93, | | Total | 2,45,000 | 2 | 70.00 | 33,790 | 0 | | 000 |
| Popularitement of Mr Vision Characteristic and promoter Group 1,93,510 | | | | 2004 | | 7,27,300 | 0 | | |
| Public Others 1,93,510 1,93 | | Appointment of Statutory Auditors and | I to fix their rer | nuneration | | | | | |
| Public Institutional Holders 2,45,000 2,27,300 1,93,510 0 100 | | | 1.93.510 | 1 93 510 | 1001 | 000 | | | |
| Public Others S.1450 33,790 65.62 33,790 0 100 | | Public - Institutional Holders | 0 | 0 | OUL | 1,93,510 | 0 | 100 | 0 |
| Total Appointement of Mr D G Prasad as an Independent Pirector. Public Chiers 1.93,510 1. | | Public- Others | 51490 | | 0 25 23 | 0 | 0 | 0 | 0 |
| Appointement of Mr D G Prasad as an Independent Director. Promoter and promoter Group 1,93,510 1,93,51 | | Total | 2,45,000 | 2 | 03.07 | 33,790 | 0 | 100 | 0.00 |
| Appointement of Mr D G Presad as an Independent Director, Promoter and promoter Group 1,93,510 1,93,510 1,00 1,93,510 1,00 1, | | | | 22.4 | | 2,27,300 | 0 | | |
| Promocter and promoter Group 1,93,510 1,93,510 1,93,510 1,93,510 1,93,510 1,90,000 1,93,510 1,90,000 1,93,510 1,90,000 1,93,510 1,94,510 | | Appointement of Mr D G Prasad as an | Independent Di | rector. | | | | | |
| Public - Chlers 1,93,10 0 10 | | | 1,93,510 | 1.93.510 | 1001 | 012 00 1 | | | |
| Public- Others 2,45,000 2,27,300 C5.62 33.790 O O O Public- Institutional Holders 2,45,000 2,27,300 C5.62 C5.27,300 O O Appointement of Mrs Viria Chamaria as a Director. Public- Institutional Holders C5.45,000 C5.77,300 C5.62 C5.77,300 O O O O Public- Others C5.45,000 C5.77,300 C5.62 C5.77,300 O O O O Public- Others and promoter Group 1,93,510 O O O O O O Public- Others C5.45,000 C5.27,300 C5.62 C5.77,300 O O O O O Public- Others C5.45,000 C5.27,300 C5.62 C5.77,300 O O O O O O Public- Others C5.45,000 C5.27,300 C5.62 C5.77,300 O O O O O Public- Others C5.45,000 C5.27,300 O O O O O O O O O | | Public - Institutional Holders | 0 | | 001 | 1,93,510 | 0 | 100 | 0 |
| Total 2,45,000 2,27,300 0,000 0 0 100 | | Public- Others | 51490 | 33.790 | 0 29 39 | 0 002 00 | 0 | 0 | 0 |
| Appointement of Mr Nitin Chamaria as a Director. Promoter and promoter Group 1,93,510 1,93,510 100 1,93,510 0 100 Public - Institutional Holders 51490 33,790 65.62 33,790 0 100 Public - Institutional Holders 51490 33,790 65.62 33,790 0 100 Appointement of Mrs Usha Iyengar as a Director. Promoter and promoter Group 1,93,510 1,93,510 100 100 100 Public - Institutional Holders 51490 33,790 65.62 33,790 0 0 0 Public - Others 51490 33,790 65.62 33,790 0 0 0 Public - Others 51490 33,790 65.62 2,27,300 0 0 0 Approval of appointement of Mr Ankkit Chaudhry as a Manager of the Company 10 1,93,510 10 1,93,510 0 0 0 Public - Institutional Holders 51490 33,790 65.62 33,790 0 0 0 | | Total | 2,45,000 | 2,27,300 | 20:00 | 33,790 | 0 | 100 | 0.00 |
| Promoter and promoter Group 1,93,510 1 | | | | | | 7,41,300 | 0 | | |
| Public - Institutional Holders | T | Appointement of Mr Nitin Chamaria as | a Director. | | | | | | |
| Total Public Others Fublic Others Fubl | | Promoter and promoter Group | 1,93,510 | 1,93,510 | 100 | 1 93 510 | 0 | | |
| Total Appointement of Mrs Ush at Jenses and Director. Total Appointement of Mrs Ush at Jenses and Director. Appointement of Mrs Ankkit Chaudhry as a Manager of the Cothers and promoter Group 1,93,510 1,93,5 | 1 | Public Others | 0 | 0 | 0 | 0 | | 001 | 0 |
| Appointement of Mrs Usha Iyengar as a Director. Promoter and promoter Group 1,93,510 100 | | Total | 51490 | 33,790 | 65.62 | 33.790 | 0 | 0 001 | 0 00 |
| Appointement of Mrs Usha Iyengar as a Director. Promoter and promoter and promoter Group 1,93,510 100 1,93,510 100 100 Public - Institutional Holders 5,1490 33,790 65.62 33,790 0 100 Approval of appointement of Mr Ankkir Chaudhry as a Manager of the Company 1,93,510 1,93,510 100 1,93,510 100 Public - Institutional Holders 5,1490 33,790 65.62 33,790 0 100 Public - Others 5,1490 33,790 65.62 33,790 0 100 Public - Others 5,1490 2,27,300 65.62 33,790 0 100 Total 2,45,000 2,27,300 65.62 33,790 0 100 | | Total | 7,42,000 | 2,27,300 | | 2,27,300 | 0 | 1001 | 0.00 |
| Others 1,93,510 1,93,510 100 100 1,93,510 100 - Unstitutional Holders 51490 33,790 65.62 33,790 0 100 - Others 2,45,000 2,27,300 65.62 33,790 0 100 val of appointement of Mr Ankkit Chaudhry as a Manager of the Company 10 10 1,93,510 1,93,510 1,93,510 10 - Institutional Holders 0 0 0 0 0 100 - Others 2,45,000 2,27,300 65.62 33,790 0 100 | | Appointement of Mrs Usha Iyengar as a | Director. | | | | | | |
| - Others | F | Promoter and promoter Group | 1.93.510 | 1 93 510 | 001 | | | | |
| Cubers 51490 33,790 65.62 33,790 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | F | Public - Institutional Holders | 0 | 0.000 | 001 | 1,93,510 | 0 | 100 | 0 |
| 2,45,000 2,27,300 0 10 | T | Public- Others | 51490 | 33.790 | 0 69 59 | 000000000000000000000000000000000000000 | 0 | 0 | 0 |
| oval of appointement of Mr Ankkit Chaudhry as a Manager of the Company L.27,300 0 oter and promoter Group 1,93,510 1,93,510 0 100 c- Institutional Holders 51490 33,790 65,62 33,790 0 0 c- Others 2,45,000 2,27,300 0 100 100 | T | Fotal | 2,45,000 | 2.27.300 | 20.00 | 067.66 | 0 | 100 | 00.00 |
| oval of appointement of Mr Ankkit Chaudhry as a Manager of the Company 1,93,510 1,93,510 100 1,93,510 100 c- Institutional Holders 0 0 0 0 0 0 c- Others 51480 33,790 65,62 33,790 0 100 2- 245,000 2,27,300 0 0 0 0 | | | | 2004 | | 7,27,300 | 0 | | |
| Others 1,93,510 1,93,510 1,00 1,93,510 0 100 c. Institutional Holders 0 0 0 0 0 c. Others 51490 33,790 65,62 33,790 0 100 2.27,300 0 2,27,300 0 100 0 | 7 A | | Chaudhry as a | Manager of ti | ie Company | | | | |
| c-Institutional Holders 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | P | di | 1,93,510 | 1,93,510 | | 1 02 510 | | | |
| c- Others 51490 33,790 65.62 33,790 0 100 100 100 | P | ublic - Institutional Holders | 0 | 0 | 0 | 010,02,1 | | 100 | 0 |
| 2,45,000 2,27,300 2,27,300 0 100 | T | ublic- Others | 51490 | 33,790 | 65.62 | 33.790 | | 0 001 | 0 |
| | | Oldi | 2,45,000 | 2,27,300 | | 2,27,300 | | 001 | 0.00 |

For Frontier Capital Limited

Sarika Shinde Company Secretary

Limited Committed () Supplied () Supplied

7, Shri Ram Bhavan, Station Road, Bhayandar (West), Thane - 401 101. Tel.: 022 - 32935738

manish@csmanishb.in Website : www.csmanishb.in

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)
7th 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 31st Annual General Meeting held on 25th 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 12th August, 2015, for the purpose of scrutinizing the remote e-voting process and voting by use of ballot papers at the 31st 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 31st Annual General Meeting (AGM) of the members of the Company dated 12th 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.
- The Notice dated 12th August, 2015 along with the Statement setting out material facts under Section 102 of the Act was sent to the Shareholders through courier on 31st August, 2015. The said notice was dispatched on the basis of Register of Members of the Company as on 28th August, 2015.

Consolidated Scrutinizer's Report/FCL/31st AGM

Page 1 of 5

- 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 2nd September, 2015.
- 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, 18th September, 2015.
- 6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Tuesday, 22nd September, 2015 (from 10:00 a.m.) to Thursday, 24th 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 25th 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 25th 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:

| Particulars | Ordinary Resolution to receive, consider and adopt the (a) Audited Financial Statements of the Company for the financial year ended 31 st 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 st March 2015. | | | | | | | |
|-------------------|---|-------|------------|----------|------------------|---------|--|--|
| Voting pattern | No. of Shareholders voted | | Votes cast | | Valid votes cast | | | |
| | Total | Valid | Total | Valid | In favour | Against | | |
| E-voting | 2 | 2 | P T | | 3 | | | |
| Ballot Papers | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | 24 | | |
| Total | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | - | | |

Result: May be considered passed unanimously.



| 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 st March, 2015 and (b) Declaration of Dividend @ Re. 1 per Ordinary (Equity) Shares of Rs. 10/- each for the financial year ended 31 st March, 2015. | | | | | | | |
|----------------|--|-------|------------|----------|------------------|---------|--|--|
| Voting pattern | No. of Shareholders voted | | Votes cast | | Valid votes cast | | | |
| | Total | Valid | Total | Valid | In favour | Against | | |
| E-voting | | | | * | | 1 | | |
| Ballot Papers | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | * | | |
| Total | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | 21 | | |

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 st Annual General Meeting till conclusion of 36 th 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 | - 8 | - | + | = | | 2 | | |
| Ballot Papers | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | - | | |
| Total | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | - | | |

Result: May be considered passed unanimously.



| 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 th December, 2019, who shall not be liable to retire by rotation. | | | | | | | | |
|-------------------|---|--------------------|------------|----------|------------------|---------|--|--|--|
| Voting pattern | | areholders ited | Votes cast | | Valid votes cast | | | | |
| | Total | Valid | Total | Valid | In favour | Against | | | |
| E-voting | 1020 | * | 10 | | * | * | | | |
| Ballot Papers | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | - | | | |
| Total | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | 2 | | | |

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. | | | | | | | | |
|----------------|--|--------------------|------------|----------|--------------------|---------|--|--|--|
| Voting pattern | | areholders ited | Votes Cast | | Valid votes casted | | | | |
| | Total | Valid | Total | Valid | In favour | Against | | | |
| E-voting | | (*) | 381 | - | - | - | | | |
| Ballot Papers | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | | | | |
| Total | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | | | | |

Result: May be considered passed unanimously.



| 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. | | | | | | | |
|-------------------|---|--------------------|------------|----------|--------------------|---------|--|--|
| Voting pattern | | areholders ited | Votes Cast | | Valid votes casted | | | |
| | Total | Valid | Total | Valid | In favour | Against | | |
| E-voting | 850 | * | 7.7 | | * | - | | |
| Ballot Papers | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | | | |
| Total | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | - | | |

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 th August 2015. | | | | | | | | |
|----------------|--|-------------------|------------|----------|--------------------|---------|--|--|--|
| Voting pattern | Annual Company of the | areholders ted | Votes Cast | | Valid votes casted | | | | |
| | Total | Valid | Total | Valid | In favour | Against | | | |
| E-voting | | | 320 | • | - | (3) | | | |
| Ballot Papers | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | | | | |
| Total | 6 | 6 | 2,27,300 | 2,27,300 | 2,27,300 | 949 | | | |

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: 25th September, 2015

M. No.
FCS 6180
C. P. No.
11062

For M Baldeva Associates Company Secretaries

Lucimonsof

CS Manish Baldeva Proprietor

M. No. FCS 6180; C.P. No. 11062