

13th June, 2016

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

Dear Sir,

Sub : Rectification of Information with regards to Outcome of the Board Meeting held on 30th May, 2016.
Ref: Scrip Code - 503980

With reference to the outcome submitted on 8th June, 2016, please find below mentioned rectified information and request you to take the same on your records.

A. Details of Bonus Issue to Non-promoter Equity Shareholders of the company:

The Estimated date by which such bonus shares would be credited/dispatched to allottees will be on or before **29th July, 2016.**

B. Intimation regarding Electronic Voting in Extraordinary General Meeting.

The cutoff date to record entitlement of Members to cast their votes electronically (e-voting) for all the businesses to be transacted at the ensuing 2nd Extraordinary General Meeting (EGM) of the Company has been fixed as **27th June, 2016.** Members holding share either in physical or demat mode as on the Cut-off date may cast their votes electronically.

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

Thank you,

For **Frontier Capital Limited**



Sarika Shinde
Company Secretary
ACS- 40610

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

FRONTIER CAPITAL LIMITED

(Erstwhile known as Frontier Leasing and Finance Limited)

CIN: L65990MH1984PLC033128

Regd Off: 7th Floor, Tower 1, Equinox Business Park, Peninsula Technopark, Off Bandra Kurla Complex, L.B.S. Marg, Kurla (W) – 400070, T: 91-22 3382 6248, F: 91-22 3382 6123,
Web: www. frontiercapital.in

NOTICE OF 2nd EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd Extraordinary General Meeting of the members of Frontier Capital Limited will be held on Monday, 4th July 2016 at 11.00 am IST at the registered office of the Company at 7th Floor, Tower 1, Equinox Business Park, Peninsula Techno Park, Off Bandra Kurla Complex, LBS Marg, Kurla (West), 400070, Mumbai to transact the following special business:

SPECIAL BUSINESS:-

1. To issue Bonus shares to Non-promoter Equity shareholders.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members of this meeting be and are hereby accorded to the Board for capitalization of such sum standing to the credit of free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.10/- (Rupee ten only) each, credited as fully paid-up shares to the non –promoter holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 3 (Three) existing equity share held by the Members.

RESOLVED FURTHER THAT Seventeen Thousand One Hundred Sixty Three (17,163) Bonus Shares of Rs. 10/- (Rupees Ten) each will be allotted and amount of Rs.1,71,630/- (Rupees One Lac Seventy One Thousand Six Hundred Thirty Only) will be utilized from Surplus of Profit & Loss Account as on 31st March 2016 towards issue and allotment of the said Bonus Shares.

RESOLVED FURTHER THAT the abovementioned Bonus Shares shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board or Allotment Committee be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms

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and conditions of the issue and allotment of bonus shares as the Board may in its absolute discretion deem fits”.

2. To capitalize surplus amount of Profit & Loss Account for issue of Bonus Shares.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of Section 63(2)(b) of Companies Act, 2013 and Articles of Association of the company and any other applicable Acts, Rules and Regulations and as recommended by board in its Board Meeting dated 30th May, 2016, Consent of Members be and is hereby given to capitalize the surplus amount of Rs.1,71,630/- (Rupees One Lac Seventy One Thousand Six Hundred Thirty Only) standing to the credit of Profit & Loss Account of company as per audited accounts as on 31.03.2016 for issue and allotment of fully paid bonus shares to existing Non-promoter Equity Shareholders in the proportion of 1 (One) equity share for every 3 (Three).

RESOLVED FURTHER THAT the members of the Board or Allotment Committee be and is hereby authorized to take all the steps as may be necessary to give effect to the aforesaid resolution”.

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
5. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Sharex Dynamic (India) Private Limited having their Registered Office at Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072.
6. The ‘Register of Members’ and ‘Share Transfer Books’ of the Company shall remain closed 30th June, 2016 to 4th July, 2016 (both days inclusive).

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7. The notice of 2nd Extraordinary General Meeting is dispatched to the members whose names appear on the Register of Members as on 3rd June, 2016 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
8. All documents referred in the accompanying notice are open for inspection at the registered office of the Company on all working days between 11.00 am to 1.00 pm upto the date of the 2nd Extraordinary General Meeting.
9. Pursuant to sections 100 and 63 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the 2nd Extraordinary General Meeting would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents. A physical copy of the same shall also be sent to the members.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Sharex Dynamic (India) Private Limited (in case of Shares held in physical form).

10. Members are requested to:

- a) intimate to the Company's Registrar and Transfer Agents, Sharex Dynamic (India) Private Limited, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
- b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
- c) quote their folio numbers/Client ID/DP ID in all correspondence; and
- d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- e) Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the notice herewith for attending the Meeting.

11. Voting through electronic means –

- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 2nd Extraordinary General Meeting ("EGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.
- II. The facility for voting through ballot/poll paper shall be made available at the 2nd Extraordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot/poll paper.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 27th June 2016.

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- IV. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Monday, 27th June, 2016 only shall be entitled to avail the facility of remote e-voting and voting at Meeting through ballot/poll paper.
- V. The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries (Membership No. F6180) has been appointed as the Scrutinizer to scrutinize the voting through ballot/poll paper and remote e-voting process in a fair and transparent manner.
- VI. The Scrutinizer, after Scrutinizing the votes cast at the meeting through ballot/poll papers and through remote e-voting, shall within 48 hours of the conclusion of the meeting, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director/Authorised Officer of the Company.
- VII. The Result shall be declared on or after the 2nd Extraordinary General Meeting of the Company. The Result declared alongwith the consolidated Scrutinizer's Report shall be placed on the Company's website www.frontiercapital.in and on the website of CDSL www.evotingindia.com and communicated to the BSE Limited where the shares of the Company are listed.
- VIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, 4th July, 2016.
- IX. Members are requested to note that the business maybe transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 30th June, 2016 at 10:00 AM and ends on 3rd July, 2016 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, 27th June, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.

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(v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bk 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 as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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

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strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Frontier Capital Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- 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 should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Sd/-

Sarika Shinde

Company Secretary

Date: 10th June, 2016.

Registered Office:

7th Floor, Tower 1,
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CIN: L65990MH1984PLC033128
Email:- cs_legal@fllindia.com
Website: www.fllindia.com
Tel:- +91 22 33826248/6217

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ANNEXURE TO THE NOTICE

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 1 & 2 of the accompanying Notice dated 10th June 2016.

1. Resolution no.1:

A per the provisions of Article 2 and 139 of the Articles of Association, the Company may resolve to capitalize any undivided profits of the Company available for this purpose, details for the same are as follows:

Particulars	Amount of Profit & Loss as on 31 March, 2016 (in Rs.)	Amount Utilized for Bonus issue (in Rs.)
Surplus in Profit and Loss Account as on 31.03.2016 as per Audited Accounts.	3,41,57,614/- (Rupees Three Crores Forty One Lacs Fifty Seven Thousand Six Hundred Fourteen only)	1,71,630/- (Rupees One Lac Seventy One Thousand Six Hundred Thirty Only)

The Board of Directors at their meeting held on 30th May, 2016 have recommended that a part of the amount standing to the credit of Profit and Loss Account be applied for issue of fully paid-up bonus shares to the non-promoter equity shareholders of the Company in the proportion of One new equity share for every existing Three equity share held on the Record Date to be declared by the Board ("Record Date"). The detailed table with respect to Pre and Post issue is as follows:

Particulars	No. of Shares	Amount in Rs.
Equity Share Capital before Bonus Issue	2,45,000 of Rs.10/- each	24,50,000/- (Rupees Twenty Four Lacs Fifty Thousand only)
Equity Share Capital after Bonus Issue	2,62,163 of Rs. 10/- each	26,21,630/- (Rupees Twenty Six Lacs Twenty One Thousand Six Hundred Thirty only)

These bonus shares will be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing shares.

No letters of allotment shall be issued with respect to additional equity shares. The bonus shares will be credited to the demat account of the respective allottees, who are holding the existing equity shares as on record date on or before 29th July 2016.

The Board recommends the resolution set forth in Item 1 above for approval of the members. None of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

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2. Resolution no.2:

A per the provisions of Section 63(2)(b) of Companies Act, 2013 and Article 139 of Articles of Association of the company, the Company with approval of members may resolve to capitalize any undivided profits of the Company standing to the credit of the Share Premium Account / Capital Redemption Reserve Account / the Reserve Fund or other funds of the Company for the purpose of Bonus Issue.

The Board of Directors at their meeting held on 30th May, 2016 have recommended that a part of the amount standing to the credit of Surplus of Profit & Loss Account be applied for issue of fully paid-up bonus shares to the existing Non-promoter equity shareholders of the Company in the proportion of One new equity share for every Three equity share held on the 'Record Date' to be declared by the Board/ any committee of the Company.

The Board recommends the resolution set forth in Item 2 above for approval of the members. None of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

By Order of the Board

Sd/-

Sarika Shinde

Company Secretary

Date: - 10th June, 2016

Registered Office:

7th Floor, Tower 1,
Equinox Business Park,
Peninsula Techno Park,
Off Bandra Kurla Complex,
LBS Marg, Kurla (West), 400070

[Note: - Your Company has made a special effort to produce this report in a format that would cause minimal environmental impact, without compromising on its contents. A soft copy of the report will be provided by email upon request. We also request you to register your email ID at cs_legal@fflindia.com for all communications, thereby further reducing the environmental impact and reducing waste.]

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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]

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Registered office: 7th Floor, Tower 1, Equinox Business Park, Peninsula Techno Park, Off Bandra Kurla Complex, LBS Marg, Kurla (West), 400070

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id & DP ID:

No. of Shares held as on 27th June, 2016:

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

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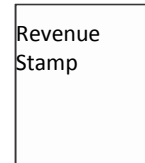
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **2nd Extraordinary General Meeting** of the company, to be held on Monday, 4th day of July, 2016 at 11.00 a.m. at registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.1

Signed this..... day of..... 20....

Resolution No.2

Signed this..... day of..... 20....



Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Registered office: 7th Floor, Tower 1, Equinox Business Park, Peninsula Techno Park, Off Bandra Kurla Complex,
LBS Marg, Kurla (West), 400070

ATTENDANCE SLIP

2nd Extraordinary General Meeting, Monday, 4th July, 2016 at 11.00 a.m.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 2nd Extraordinary General Meeting Monday, 4th July, 2016 at 11.00 a.m. at 7th Floor, Tower 1, Equinox Business Park, Peninsula Techno Park, Off Bandra Kurla Complex, LBS Marg, Kurla (West), 400070.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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Route Map:

