

NOTICE OF 33rd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Third Annual General Meeting of the Members of Frontier Capital Limited will be held on Friday, 29th September, 2017 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 business:

ORDINARY BUSINESS:-

1. Adoption of Accounts:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors' and Auditors' thereon.

2. Retire by rotation

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.

3. Ratification of appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 and rules made there under and pursuant to the recommendation of the Audit Committee, the appointment of M/s. A.C. Bhuteria & Co., Chartered Accountants (having FRN: 303105E), who were appointed as Statutory Auditors of the Company for a period of 5 years in the 31st Annual General Meeting held on 25th September, 2015 to hold office as such from the conclusion of the 31st Annual General Meeting till conclusion of 36th Annual General Meeting to be held in the year 2020, subject to ratification every year in the Annual General

Meeting, be and is hereby ratified to hold office for the period from conclusion of this 33rd Annual General Meeting upto the conclusion of 34th Annual General Meeting and to audit the financial accounts for the company for the financial year 2017-18 on such remuneration as may be decided by Board of Directors of the Company in their consultation."

SPECIAL BUSINESS:-

4. Appointment of Mr. Ashok Katra as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Ashok Katra (DIN: 07799527), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company for a period of 5 years with effect from 15th March, 2017, subject to the approval of the members of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ashok Katra as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years, not liable to retire by rotation."

5. Appointment of Mr. H. N. Choudhary as a Whole Time Director

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the change in designation of Mr. H. N. Choudhary (DIN: 06641774) as the Whole-time Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. H. N. Choudhary in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

1 year w.e.f. 14th August, 2017 with the liberty to either party to terminate the appointment on one months’ notice in writing to the other.

B. Remuneration:

Basic Earnings: 1,00,000/- (Rupees One Lac only) per month.

By order of the Board
For Frontier Capital Limited

Place : Mumbai
Date: 14th August, 2017

Sd/-
Usha Iyengar
Director

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto and forms the part of this notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote, in case of poll only, on his/her behalf and a proxy need not be a member of the Company.
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) is 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. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on "General Meetings", the particulars of Directors seeking appointment / re-appointment at the ensuing 33rd Annual General Meeting is annexed to the notice.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive) for determining the name of members eligible for dividend on Equity and preference shares, if approved by the members at the ensuing Annual General Meeting.
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 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
9. Dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the financial year 2011-12, 2012-13, 2013-14, 2014-15 & 2015-16 (final dividend) and thereafter to IEPF are as follows:

Financial Year Ended	Date of Declaration of Dividend	Last date for claiming unpaid/unclaimed dividend
31 st March, 2012	28 th September, 2012	5 th November, 2019
31 st March, 2013	20 th September, 2013	28 th October, 2020
31 st March, 2014	15 th September, 2014	23 rd October 2021
31 st March, 2015	25 th September, 2015	3 rd October 2022
31 st March, 2016	29 th September, 2016	07 th October 2023

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Sharex Dynamic (India) Private Limited well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

10. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2016-17 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).

11. Corporate Members are requested to send duly certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting (including through e-voting).

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company – Sharex Dynamic (India) Pvt. Ltd.

13. 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 are requested to bring their copy of the Annual Report to the Annual General Meeting.

f) Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.

14. Voting through electronic means –

(a) 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 Regulation 44 of the Listing Obligations and 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 33rd Annual General Meeting ("AGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities, on the resolutions mentioned in the notice of the 33rd Annual General Meeting of the Company dated 14th August, 2017 (the AGM Notice).

(b) Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

(c) The facility for voting through polling papers shall be made available at the AGM 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 polling paper.

- (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (e) The remote e-voting shall commence on Tuesday, 26th September, 2017 (10.00 a.m.) and ends on Thursday, 28th September, 2017 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) 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. Friday, 22nd September, 2017.
- (g) 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. Friday, 22nd September, 2017 only shall be entitled to avail the facility of remote e-voting and voting at Meeting through ballot papers.
- (h) The Board of Directors of the Company has appointed CS Manish Baldeva (Membership No. FCS 6180), Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane as Scrutinizer to scrutinize the voting through polling papers and remote e-voting process in a fair and transparent manner.
- (i) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 22nd September, 2017, may obtain the User ID and password by sending a request at helpdesk.evoting@cdsl.in or www.flindia.com. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the following toll free no.: 1800-200-5533.
- (j) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make , not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of the CDSL <https://www.evotingindia.com/>.
- (k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 29th September 2017.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on from 26th September, 2017 (10.00 A.M.) and ends on 28th September, 2017 (05.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017 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.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 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 **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.

- 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.

A. Please follow all steps from Sl. no. (i) to sl. no. (xvii) above to cast vote.

ANNEXURE TO THE NOTICE

Statement Pursuant to Section 102 of the Companies Act, 2013:

Item No. 2

Name of Director	Usha Iyengar
Date of birth	22 nd August, 1963
Date of appointment as director	01 st April, 2015
Remuneration last drawn	Nil
Experience/Expertise in specific functional area/Brief Resume	<p>Usha Iyengar has over 30 years of post-qualification experience with major Indian corporate groups & MNC's (16 years with TATA, 8 years with TATA Motors & its subsidiaries, 7 years in Titan Co. Ltd)and currently with AMW Motors Ltd since 2011. She has functional domain expertise in finance & accounting, treasury, project funding, investment banking, mergers & acquisitions, restructuring, Legal Secretarial & Compliance, Investor Relations, Risk Management & Internal Audit. Her experience varies across Industrial verticals i.e Construction & Realty; IT related services, Automotives, Financial Services, Branded Retail, Precision Engineering, Energy, Oil, Gas etc.</p> <p>She had been associated with various industry verticals and big conglomerates like TATA, ESSAR, NSE & NYSE Listed MNC's. She is also a business development professional in Energy Sector & has been a consultant to big corporates in conventional Thermal Energy & Renewable Energy sectors. Her client profile (Indian as well as overseas) include big local utilities & MNC's in the energy sector.</p> <p>She is a well wounded and well-honed business professional with commercial and negotiation skills and a sharp sense of pricing & valuation skills which come into play in deal closures.</p>
Qualification	She is a dual qualified professional holding post-graduation degree in commerce along with professional degrees of CWA from ICWAI & CS from ICSI.
Shareholding in the Company (Equity shares of Rs. 10/- each)	Nil
List of Directorship in other listed entities	<ol style="list-style-type: none"> 1. Nupower Technologies Private Limited 2. AMW Motors Limited 3. Hilliard Energy (India) Private Limited 4. Surya Vijli Solutions Private Limited
Membership/Chairmanship of Committees of other listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	NIL

No. of Board Meetings attended during the year	6
Terms and Conditions of re-appointment	She is liable to retire by rotation
Remuneration to be paid (if applicable)	Not applicable
Relationship with any Director (s) of the Company	Not related

Item No. 4

Mr. Ashok Katra (DIN: 07799527) was appointed as an Additional Independent Director on the Board of the Company with effect from 15th March, 2017 for a period of 5 years, subject to the approval of the members in their Annual General Meeting. Mr. Ashok Katra is an eminent Professional and brings rich and varied experience to the Board.

Mr. Ashok Katra has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as a director of the Company. In opinion of the Board, Mr. Ashok Katra fulfills the conditions as specified in the Act and Rules made thereunder for appointment as an Independent Director and he is independent of the management.

Yours Directors, therefore recommend for approval of members the appointment of Mr. Ashok Katra, as an Independent Director of the Company by passing the resolution set out at Item No. 4 of the notice as an Ordinary Resolution.

Except Mr. Ashok Katra and his relatives, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 “General Meetings”, details of director seeking appointment / re-appointment at ensuing Annual General Meeting are as follows:

I. Name of Director	Ashok Katra
Date of birth	02 nd December, 1954
Date of appointment as Additional director	15 th March, 2017
Remuneration last drawn	N.A.
Experience/Expertise in specific functional area/Brief Resume	Mr. Ashok katra is BSC, BGL, MBA (Finance) & has a vast experience in banking industry and achieved several path breaking milestones. He retired as General Manager of IDBI BANK and has over 35 years of banking and financial experience spanning across corporate banking, stressed asset management, Debt restructuring, special assets management and branch banking.
Qualification	BSC, BGL, MBA (Finance)
Shareholding in the Company (Equity shares of Rs. 10/- each)	Nil
List of Directorship in other listed entities	A9 Capital Advisory LLP
Membership/Chairmanship of Committees of other listed entities (includes only Audit Committee and Stakeholder’s Relationship Committee)	NIL
No. of Board Meetings attended during the year	Not Applicable
Terms and Conditions of re-appointment	5 years, not liable to retire by rotation
Remuneration to be paid (if applicable)	Not applicable
Relationship with any Director (s) of the Company	Not related

Item No. 5

Mr. H. N. Choudhary (DIN: 06641774) was appointed as an Independent Director on the Board of the Company with effect from 21st April, 2016 for a period of 5 years with the approval of the members in Annual General Meeting.

The Board of Director of the Company has proposed to re-designate Mr. Hemendranath Choudhary as a Whole-Time Director with effect from the date of appointment for a period of one year on the terms and conditions including remuneration subject to the approval by the Members.

Yours Directors, therefore recommend for approval of members the appointment of Mr. H. N. Choudhary, as a Director of the Company by passing the resolution set out at Item No. 5 of the notice as an Ordinary Resolution.

Except Mr. H. N. Choudhary and his relatives, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

I. Name of Director	Hemendranath R. Choudhary
Date of birth	1 st October 1948
Date of appointment as Additional director	21 st April, 2016
Remuneration last drawn	N.A.
Experience/Expertise in specific functional area/Brief Resume	Mr. H N Choudhary is a Master of Engineering in Computer-Aided Design and Computer-Aided Manufacturing. He has more than 2 years of experience in Non-Banking Financial Company. He is also associated with famous companies like Engo Tea Company Limited, A-One Parts and Services Limited, AMW Finance Limited and Asia Motorworks Limited.
Qualification	ME (CAD and CAM)
Shareholding in the Company (Equity shares of Rs. 10/- each)	Nil
List of Directorship in other listed entities	1. Engo Tea Company Limited 2. Asia Motorworks Limited 3. A-One Parts & Services Limited 4. Asia Motorworks Holdings Limited
Membership/Chairmanship of Committees of other listed entities (includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
No. of Board Meetings attended during the year	4
Terms and Conditions of re-appointment	1 years, not liable to retire by rotation
Remuneration to be paid (if applicable)	Not applicable
Relationship with any Director (s) of the Company	Not related

**By Order of the Board of Directors
For Frontier Capital Limited**

Sd/-

Usha Iyengar
Director
DIN: 03447551

Place: Mumbai
Date: 14th August, 2017

Registered Office:
7th Floor, Tower 1,
Equinox Business Park,
Peninsula Techno Park,
Off Bandra Kurla Complex,
LBS Marg, Kurla (West) - 400070
CIN: L65990MH1984PLC033128
Email:- frontierleasing1984@gmail.com
Website: www.flflindia.com
Tel:- +91 22 33826248/6217