

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Ninth Annual General Meeting of the members of Frontier Leasing & Finance Limited will be held on 20th September 2013 at 11.00 AM 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 Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

2. **Declaration of Dividend.**

To declare dividend for the financial year ended March 31, 2013.

3. **Appointment of Auditors.**

To appoint auditors to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT M/s. Nisar & Kumar, Chartered Accountants, (Firm Registration No.127820 W with ICAI) the retiring auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company who shall hold the office from the conclusion of this Annual General meeting until the conclusion of the next Annual General meeting on a remuneration to be decided by the Board of Directors of the Company in consultation with them.”

SPECIAL BUSINESS:-

4. **Regularisation of appointment of an Additional Director.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajesh Kathuria, who was appointed as an Additional Director of the Company effective from 2nd April, 2013 by the Board of Directors and who holds office until the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Article 106 of the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. **Regularisation of appointment of an Additional Director.**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr Srinivasan Sridhar, who was appointed as an Additional Director of the Company effective from 8th August, 2013 by the Board of Directors and who holds office until the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Article 106 of the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a member under

Section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Increase in Authorized Share Capital of the Company.

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

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof for the time being in force) the Authorised Share Capital of the Company be and is hereby increased from Rs. 25,00,000/- (Rupees Twenty Five lakhs) divided into 2,50,000 Equity shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000/- Equity Shares of Rs. 10/- each which shall rank pari passu with the existing equity shares in all respects with the power to issue the new shares upon such terms and conditions attached thereto as the Board shall determine from time to time.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions if any of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof for the time being in force) the existing Clause-V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause-V:

V. The Authorised Share Capital of the Company be and is hereby increased from Rs. 25,00,000/- (Rupees Twenty Five lakhs) divided into 2,50,000 Equity shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000/- Equity Shares of Rs. 10/- each with power to increase and reduce the capital for the time being into several classes and attach thereto respectively such preferential or qualified rights, privileges or conditions as may be determined by or in accordance with the articles of the Company for the time being and or vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may be permitted by the legislative provisions or by the Articles of Association of the Company for the time being in force.”

7. Amendment to Articles of Association.

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

“RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 the existing Article 3 in the Articles of Association of the Company be and is hereby substituted by the following new Article:

(3) “The Authorised Share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000/- Equity Shares of Rs. 10/- each with a power to increase, reduce or modify the capital and to divide all or any of the Shares in the capital of the Company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner and by such persons as may, for the time being be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf”.

8. Increase in the borrowing powers of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act 1956, the consent of the Company be and is hereby granted to the Board of Directors of the Company / Committee of Directors to borrow for the purpose of the business of the Company from time to time on such terms and conditions as the Board / Committee of Directors, may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained and/or to be obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, so that the total amounts up to which the monies may be borrowed by the Board / Committee of Directors as may be authorized by the Board of Directors shall not at any time exceed Rs. 200 Crores (Rupees Two hundred Crores)”.

“RESOLVED FURTHER THAT the Board or Committee of Directors or such other person as may be authorized by the Board of Directors be and is hereby authorized to finalise the form, extent and manner of and the documents and deeds, whichever applicable, for creating the appropriate mortgages and / or charges on such immoveable and / or moveable properties of the Company on such terms and Conditions as may be decided by the Board / Committee of Directors as may be authorized by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.”

9. Increase in sitting fees to be paid to Non-Executive Directors.

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

“RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 the Articles of Association of the Company be altered in the following manner, that is to say the maximum sitting fees presently payable to the Directors at the rate of Rs. 250/- per director per Board or Committee meeting be increased and that the Article 90 of the Articles of Association of the Company be altered by deleting there from the figures and words “Rs. 250/- (Rupees Two Hundred and Fifty)” and substituting therefore the figures and words “such sum of rupees as may be prescribed for the time being as the maximum fee payable by the Central Government being applicable to the Company under the first proviso to Section 310 of the Companies Act, 1956”.

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company. The proxy form, in order to be effective, must be received at the registered office of the company not less than 48 hours before the annual general meeting.
2. Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting.
3. The ‘Register of Members’ and ‘Share Transfer Books’ of the Company shall remain closed from 17th September, 2013 to 20th September, 2013 (both days inclusive).



4. 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 Annual General Meeting.
5. The Dividend on Equity Shares @ Re.1/- per share, recommended by the Board of Directors for the financial year ended March 31, 2013, if approved at this Annual General Meeting will be payable to those shareholders whose names appear on the Register of Members of the Company on 17th September, 2013 being the first day of Book-Closure and to those whose names appear as beneficial owners in the records of National Securities Depository Limited and Central Depository Services (India) Limited on close of business as on 16th September, 2013.
6. Members/ Proxy are requested to bring their copies of Annual Report and produce Attendance slip duly filled in for attending the meeting.
7. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least ten days before the date of the Meeting. This would enable the Company to compile the information and provide replies at the Meeting.
8. Members are requested to address all correspondence, including dividend matters, to the Registrar & Share Transfer Agents i.e; Sharex Dynamic (India) Pvt. Ltd., Unit No. 1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanti Marg, Safeed Pool Andheri Kurla Road, Andheri (East), Mumbai 400 072.
9. Members are requested to register / update their email-ID with the Company at frontierleasing1984@gmail.com or with the Share Transfer Agent to facilitate the company to dispatch all eligible statutory communications at their registered email ID.

By Order of the Board

Sandeep Soni (Director)

Date: 8th August 2013

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

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:-

Item No. 4

Mr. Rajesh Kathuria was appointed as an Additional Director on the Board of the Company with effect from 2nd April, 2013. Pursuant to the provisions of Section 260 of the Companies Act, 1956 he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Rajesh Kathuria as a candidate for the office of Director of the Company.

Mr. Rajesh Kathuria is an eminent Professional and brings rich and varied experience to the Board. His brief resume, inter-alia, giving nature of expertise are given below.

Date of Birth (Age):- 01st May, 1967 (46yrs) Education: - Chartered Accountant

Present Occupation: Mr. Rajesh Kathuria is the proprietor at Rajesh Kathuria & Associates, Chartered Accountants, a reputed firm in Delhi. He has been Practising for over 25 years and has closely worked with Citigroup, AIG Financial Service Group and also for the BPO industry. He possesses rich experience in the field of Audit, Taxation, and Financial Consultancy and back-end operations

Other Directorships:-

- a. Prosafe Management And Financial Consultants Private Limited
- b. SRK Fincon Private Limited
- c. SRK Eservices Private Limited

Mr. Rajesh Kathuria is not holding any share of the company either in his name or held by/for other persons on a beneficial basis in the Company. He does not have any relation with any other Director of the Company.

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

None of the Directors of the Company except Mr. Rajesh Kathuria is interested in the said resolution.

Item No. 5

Mr. Srinivasan Sridhar was appointed as an Additional Director on the Board of the Company with effect from 8th August, 2013. Pursuant to the provisions of Section 260 of the Companies Act, 1956 he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Srinivasan Sridhar as a candidate for the office of Director of the Company.

Mr. Srinivasan Sridhar, former CMD of Central Bank of India and former Chairman of National Housing Bank, India, is a senior industry leader with more than 35 years professional experience in commercial and development banking both in India and overseas.

Mr. Srinivasan Sridhar, graduated from Indian Institute of Technology, Delhi and Jamnalal Bajaj Institute of Management Studies, Mumbai. He is a Certified Associate of Indian Institute of Bankers and was awarded the Lord Aldington Banking Research Fellow for the year 1984. Mr.

Srinivasan Sridhar is also a renowned speaker and panellist at several national and international conferences, namely UNCTAD, UN Habitat, UNESCAP and OECD.

Date of Birth (Age):- 09th May, 1951 (62yrs)

Other Directorships:-

- Centbank Financial Services Limited
- J P Morgan Mutual Fund India Private Limited
- Strides Arcolab Limited
- Ferro Alloys Corporation Limited
- Binani Cement Limited
- Incube Trustee Company Private Limited
- Development Credit Bank Limited
- Sewa Grih Rin Private Limited
- Land Interactive Media Limited
- Jubilant Life Sciences Limited
- Strategic Research And Information Capital Services Private Limited

Mr. Srinivasan Sridhar is not holding any share of the company either in his name or held by/for other persons on a beneficial basis in the Company. He does not have any relation with any other Director of the Company.

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

None of the Directors of the Company except Mr. Srinivasan Sridhar is interested in the said resolution.

Item No. 6 & 7

The present Authorized Share Capital of the Company is Rs. 25,00,000/- (Rupees Twenty Five lakhs) divided into 2,50,000 Equity shares of Rs. 10/- each. With plans to grow the balance sheet further, it is necessary to increase Authorized Share Capital of the Company from from Rs. 25,00,000/- to Rs. 20,00,00,000/- (Rupees Twenty Crores) by creation of 2,00,00,000 Equity Shares of Rs.10/- each. The Amendment in the Capital Clause of the Memorandum and Articles of Association can be made by way of passing an Ordinary and Special Resolution respectively at the General Meeting.

The Resolutions as set out in the Notice convening the Meeting are to be considered and Members are requested to approve the Resolutions proposed as ordinary and Special Resolution respectively.

None of the Directors of the Company are interested in the above resolutions.

Item no. 8

Your Directors are of the view that there will be steady growth in business. The growth of business would require funds. Hence the mobilization of funds by the Company will substantially increase. Therefore it is considered desirable to increase the limit of borrowings to Rs. 200 Crores (Rupees Two Hundred Crores) apart from the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business.

This requires approval of members in general meeting under Section 293(1)(d) of the Companies Act, 1956. The resolution as set out in the Notice convening the Meeting is to be considered and Members are requested to approve the Resolution proposed as ordinary Resolution.

None of the Directors is interested in the above resolutions.

Item No. 9

The first proviso to Section 310 of the Companies Act, 1956 read with Rule 10B of the Companies (Central Government's) General Rules & Forms, 1956 as amended from time to time provides the following limits for payment of fees for attending each meeting of the Board of Directors or a Committee thereof:

(a)	Companies with a paid-up Share capital and free reserves of Rs. 10 Crores and above or turnover of Rs. 50 Crores and above.	Sitting fees not to exceed the sum of twenty thousand.
(b)	Other Companies	Sitting fees not to exceed the sum of ten thousand

Article 90 of the Articles of Association relates to the fees presently payable to a director for attending the meetings of the Board and Committees thereof. This fee which was fixed is Rs. 250/- per meeting has remained stationary. At the same time the value of the rupee has gone down considerably. As the members are aware, the affairs of the Company are being managed by the Board of Directors and there is no managing/whole-time director. There is, therefore, considerable pressure on the Board of Directors who are saddled with the responsibility of arriving at all major decisions pertaining to the affairs of the Company.

Considering these factors, it is proposed, therefore, to increase the sitting fee from the present level of Rs.250 to such sum as may be prescribed for the time being by the Central Government under the first proviso to Section 310 and as may be applicable to the Company.

Pursuant to the provisions of Section 31 of the Companies Act, 1956, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

Every Director shall be deemed to be concerned and interested in the proposed resolution.

By Order of the Board
Sandeep Soni (Director)

Date: - 8th August, 2013

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 frontierleasing1984@gmail.com for all communications, thereby further reducing the environmental impact and reducing waste.]

ATTENDANCE SLIP

(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the Twenty Ninth ANNUAL GENERAL MEETING of the Company at Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai – 400 070 on Friday, 20th September, 2013 at 11.00 a.m.

NAME OF THE MEMBER ATTENDING MEETING (IN BLOCK LETTERS)

NAME OF THE PROXY (To be filed in if the proxy has been duly deposited with the Company)

SIGNATURE OF THE MEMBER / PROXY

Member's Folio Number / Client ID and DP ID

No. of Shares

PROXY FORM

Folio No. _____
Client ID No. _____

No. of Shares held _____
DP ID No. _____

I/ We _____ of
_____ being member/ members
of Frontier Leasing and Finance Limited, hereby appoint
_____ of _____ or failing him
_____ of _____ as my / our proxy to
attend and vote for me / our behalf at the Twenty Ninth ANNUAL GENERAL MEETING of
the Company to be held on Friday 20th September, 2013 at 11.00 a.m. at Peninsula
Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West),
Mumbai - 400 070 and at any adjournment thereof.

Signed this _____ day of _____ 2013

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.

AFFIX 1 RUPEE REVENUE STAMP

SIGNATURE