

**NOTICE OF 31ST ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirty First Annual General Meeting of the members of Frontier Capital Limited will be held on Friday, 25<sup>th</sup> September 2015 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:

- (a) The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
- (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2015.

**2. Declaration of Dividend**

- (a) To declare dividend of Re. 0.10 (0.01%) on Preference shares of Rs. 1,000/- each for the financial year ended March 31, 2015; and
- (b) To declare dividend of Re. 1 per Ordinary (Equity) Shares of Rs. 10/- each for the financial year ended March 31, 2015.

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

To appoint the Statutory Auditors and to fix their remuneration and in this regard pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139(2) of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendation of Audit Committee of the Company, M/s. A.C. Bhuteria & Co., (Firm No. 303105E), Chartered Accountants, Kolkata be and are hereby appointed as the Statutory

Auditors of the Company to hold office from the conclusion of this 31<sup>st</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting to be held in year 2020 (subject to the ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting), and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration as may be recommended by the Audit Committee in consultation with the auditors."

**SPECIAL BUSINESS:-****4. Appointment of Mr. D.G Prasad 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. D. G. Prasad (DIN: 00160408), 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 December 09, 2014, 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.D.G.Prasad 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 upto December 08, 2019, not liable to retire by rotation."

**5. Appointment of Mr. Nitin Chamaria as a Director.**

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

**“RESOLVED THAT** Mr. Nitin Chamaria (DIN: 03030771), who was appointed as an Additional Director of the Company effective from 9th December, 2014 by the Board of Directors of the Company and who holds office until the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Article 106 of the Articles of Association 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 proposing his candidature for the office of a Director, be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.”

#### **6. Appointment of Mrs. Usha Iyengar as a Director.**

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

**“RESOLVED THAT** Mrs. Usha Iyengar (DIN: 03447551), who was appointed as an Additional Director of the Company effective from 1<sup>st</sup> April, 2015 by the Board of Directors and who holds office until the date of this Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and Article 106 of the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

#### **7. Approval of appointment of Manager of the Company**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Act, the appointment of Mr. Ankkrit Chaudhry (PAN NO: AHYPC4552C) as a Manager of the Company for a period of 3 (three) years w.e.f. 12<sup>th</sup> August 2015 on NIL remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above 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) 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. The 'Register of Members' and 'Share Transfer Books' of the Company shall remain closed from 21<sup>st</sup> September, 2015 to 25<sup>th</sup> September, 2015 (both days inclusive).
7. 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.
8. The dividend, if declared at the Annual General Meeting, would be paid/dispatched on or after 26<sup>th</sup> September, 2015 to those persons or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 18<sup>th</sup> September, 2015 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and
  - (b) Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 18<sup>th</sup> September, 2015.
9. As per provisions of Section 205A and 205C of the Companies Act, 1956, 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 (final dividend) and thereafter to IEPF:

Financial Year Ended	Date of Declaration of Dividend	Last date for claiming unpaid/unclaimed dividend
31 <sup>st</sup> March, 2012	28 <sup>th</sup> September, 2012	05 <sup>th</sup> November, 2019
31 <sup>st</sup> March, 2013	20 <sup>th</sup> September, 2013	28 <sup>th</sup> October, 2020
31 <sup>st</sup> March, 2014	15 <sup>th</sup> September, 2014	23 <sup>rd</sup> October 2021

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 2014-15 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. 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.

12. 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 revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 31st 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.
- (b) 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:
- (c) The facility for voting through ballot paper 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 ballot paper.
- (d) The facility for voting through ballot paper 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 ballot paper.

- (e) The facility for voting through ballot paper 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 ballot paper.
- (f) 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.
- (g) The remote e-voting shall commence on Tuesday, 22<sup>nd</sup> September, 2015 (10.00 a.m.) and ends on Thursday, 24<sup>th</sup> September, 2015 (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, 18<sup>th</sup> September 2015, 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.
- (h) 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, 18<sup>th</sup> September 2015.
- (i) 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, 18<sup>th</sup> September 2015 only shall be entitled to avail the facility of remote e-voting and voting at Meeting through ballot paper.
- (j) The Board of Directors of the Company has appointed CS Manish Baldeva (Membership No. F6180), Proprietor M/s. M Baldeva Associates, Company Secretaries, as Scrutinizer to scrutinize the voting through ballot paper and remote e-voting process in a fair and transparent manner.
- (k) 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, 18<sup>th</sup> September 2015, may obtain the User ID and password by sending a request at [helpdesk.evoting@cDSL.in](mailto:helpdesk.evoting@cDSL.in) or [www.flflindia.com](http://www.flflindia.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](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800-200-5533.
- (l) The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot paper and through remote e-voting, will, not later than 3 days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. 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/>.
- (m) 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, 25<sup>th</sup> September 2015.

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

**In case of members receiving e-mail:**

- (i) The voting period begins on 22<sup>nd</sup> September 2015 10.00 AM and ends on 24<sup>th</sup> September 2015 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 (record date) of 18<sup>th</sup> September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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)</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN No for “Frontier Capital Limited”
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) For Members holding shares in physical form/or whose e-mail ID(s) are not registered with the Company/Depository Participant, the details can be used only for e-voting on the resolutions contained in this Notice and the procedure to vote electronically is as under:

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

**By Order of the Board**

**Usha Iyengar**

**Director**

Date: 12<sup>th</sup> August 2015

**Registered Office:**

7th Floor, Tower 1,  
Equinox Business Park,  
Peninsula Techno Park,  
Off Bandra Kurla Complex,  
LBS Marg, Kurla (West), 400070  
CIN: L65990MH1984PLC033128  
Email:- [cs\\_legal@flflindia.com](mailto:cs_legal@flflindia.com)  
Website: [www.flflindia.com](http://www.flflindia.com)  
Tel:- +91 22 33826248/6217

**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 Nos. 4 to 7 of the accompanying Notice dated 12<sup>th</sup> August, 2015.

**Item No. 4**

Mr. D G Prasad (DIN: 00160408) was appointed as an Additional Independent Director on the Board of the Company with effect from 9<sup>th</sup> December 2014 for a period of 5 years, subject to the approval of the members in their Annual General Meeting. The Company has received a notice in writing alongwith requisite deposit pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mr. D G Prasad as a candidate for the office of Director of the Company.

Mr. D G Prasad 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):- 30<sup>th</sup> June 1948 (66yrs)  
Education: - Chartered Accountant

Mr. D G Prasad is an Fellow Member of ICAI, Started career with Canara Bank as an Manager Credit in a large Branch in Bangalore (5th largest Commercial Bank in India) in 1975, Closely worked with Export-Import Bank of India (Exim Bank) as a Chief General Manager –heading Corporate Banking, SME and Agri Business Groups of Exim Bank for over 33 years in International Finance, Corporate Finance, Trade Finance, Financial Planning and controls, Foreign Exchange, Treasury Management and Risk analysis, Mergers and Acquisitions, Organizational Behavior, Corporate Strategies.

Treasury Management' at Credit Suisse, Zurich Switzerland; 'International Banking and Development' at Ireland and UK by International Development Ireland Ltd; 'Advanced Agribusiness Management' at Cornell University, Ithaca, New York

Served as member on a number of Industry Councils in India including CHEMEXIL and CII representing Exim Bank , Consultant for African Development Bank (AFDB) under 'AFDB, ITC, Geneva and Eco bank Partnership' on an assignment.

Teaches as a Guest faculty at leading Business Schools on International Finance and International Marketing, Currently practicing as a professional Chartered Accountant and a Corporate Advisor.

Other Directorships:-

- a. Gokak Textile Limited
- b. Suven Life Sciences Limited
- c. Natco Pharma Limited
- d. AMW Autocomponent Limited

Mr. D. G. Prasad 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.

Mr. D. G. Prasad 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. D. G. Prasad 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. D G Prasad, as a Director of the Company by passing the resolution set out at Item No. 4 of the notice as an Ordinary Resolution.

Except Mr. D. G. Prasad, being appointee, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

#### Item No. 5

Mr. Nitin Chamaria (DIN: 03030771), who was appointed as an Additional Director on the Board of the Company with effect from 9<sup>th</sup> December 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing alongwith requisite deposit pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mr. Nitin Chamaria as a candidate for the office of Director of the Company.

Mr. Nitin Chamaria 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):- 30<sup>th</sup> August 1979 (35yrs)  
Education: - Chartered Accountant

Mr. Nitin Chamaria, A qualified Chartered Accountant and PGDBM holder (IIM Calcutta), he had 7 years of experience in Investment Banking & Capital Market before joining AMW in 2007

Mr. Nitin Chamaria is associated with AMW Group as Business Head - Fully Built Vehicles & Exports and is responsible for setting up and managing the complete Business Unit and Exports.

Other Directorships:-

- a. Tranztar Commercial Vehicle Applications Limited
- b. Asia Motorworks Limited

- c. AMW Engineering Services Limited
- d. Beinspired Ventures Private Limited
- e. AMW Finance Limited
- f. AMW Commercial Vehicle Applications Limited

Mr. Nitin Chamaria 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.

Your Directors, therefore recommend for approval of members the appointment of Mr. Nitin Chamaria, 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. Nitin Chamaria, being appointee, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

#### Item No. 6

Mrs. Usha Iyengar (DIN: 03447551), who was appointed as an Additional Director on the Board of the Company with effect from 1<sup>st</sup> April 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing alongwith requisite deposit pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mrs. Usha Iyengar as a candidate for the office of Director of the Company.

Mrs. Usha Iyengar 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):- 22<sup>nd</sup> August 1963 (51yrs)  
Education: - M.Com, CS & AICWA

Present Occupation:

Ms. Usha Iyengar is associated with AMW Group as a Legal & Secretarial Head. A qualified Cost &

Works Accountant and Company Secretary; she has more than 30 years of experience in Finance M&A, Legal & Secretarial Domain. She has been associated with famous Companies like Tata Motors, Titan Company Limited, Telco Dealers and Leasing & Finance Company Ltd & Essar Power Limited.

Mrs. Usha Iyengar is not holding any share of the company either in her name or held by/for other persons on a beneficial basis in the Company. She does not have any relation with any other Director of the Company.

Your Directors, therefore recommend for approval of members the appointment of Mrs. Usha Iyengar, as a Director of the Company by passing the resolution set out at Item No. 6 of the notice as an Ordinary Resolution.

Except Mrs. Usha Iyengar, being appointee, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

#### **Item No. 7**

Mr Ankkit Chaudhry (PAN No: AHYPC4552C) is appointed as a Manager of the company for the period of 3 (three years from 12<sup>th</sup> August 2015 till 11<sup>th</sup> August 2018).

Mr Ankkit Chaudhry had 6 years of experience speeded over in Textile market, Iron & Steel industry, Power components manufacturing, Shipping & Oil & Natural Gas sector, He was associated with Bernhard Schulte Ship-Management, Toyota-Tsusho Corporation, Priorly he was associated with Shapoorji & Pallonji Ltd (Oil & Gas)

As required under Section 196, 197 and Schedule V of the Companies Act, 2013, approval of the members is being sought for the appointment of Mr. Ankkit Chaudhry as a Manager of the company.

Your Directors, therefore recommend for approval of members the appointment of Mr. Ankkit Chaudhry as a Manager of the Company by passing the resolution set out at Item No. 7 of the notice as a Special Resolution.

Except Mr. Ankkit Chaudhry, being appointee, 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**

**Usha Iyengar**  
**Director**

**DIN: 03447551**

Date: - 12th August, 2015

#### **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@fllindia.com](mailto:cs_legal@fllindia.com) for all communications, thereby further reducing the environmental impact and reducing waste.