

## Annual Report 2014-2015

### **Frontier Capital Limited**

*[Erstwhile known as Frontier Leasing and Finance Limited]*

**BSE: 508980**

**CIN:- L65990MH1984PLC033128**

## 31<sup>st</sup> Annual Report 2014-15

<b>Board of Directors</b>	:	Mr. V.G Raghavan Mr. Nitin Chamaria Mr. D. G. Prasad Mrs. Usha Iyengar
<b>Manager</b>	:	Mr. Ankkrit Chaudhry
<b>Company Secretary</b>	:	Ms. Sarika Shinde
<b>Statutory Auditors</b>	:	Nisar & Kumar Chartered Accountants, 1305, Arcadia Building, Next to Earnest House, NCPA Marg, Nariman Point Mumbai- 400 021
<b>Registered Office</b>	:	Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai – 400 070. Tel.: +91 22 33826248 /6259 Fax: +91 22 33826123 Visit us at: <a href="http://www.flflindia.com">www.flflindia.com</a>
<b>Registrar &amp; Transfer Agent</b>	:	Sharex Dynamic (India) Pvt. Ltd. Unit no.1, Luthra Ind.Premises, 1st Floor, 44-E, M Vasanti Marg Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 Tel: 022-2851 5606/5644/6338 Fax: 022-28512885 e-mail: <a href="mailto:investor@sharexindia.com">investor@sharexindia.com</a>

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**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. Ankkit 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 w 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
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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@fllindia.com](mailto:cs_legal@fllindia.com)  
Website: [www.fllindia.com](http://www.fllindia.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 (5<sup>th</sup> 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.

**DIRECTORS' REPORT**

To,  
**The Members of Frontier Capital Limited**  
**(Formerly known as Frontier Leasing & Finance Limited)**  
**Mumbai**

Your Directors have pleasure in presenting the Thirty First Annual Report of the Company and the Audited Statements of Accounts for the Financial Year (FY) ended 31<sup>st</sup> March, 2015.

**1. Financial Results:**

Particulars	Standalone		Consolidated	
	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
Income	2,96,17,599	3,04,07,381	2,96,17,599	3,04,07,381
Less: Expenses	2,65,13,353	1,41,56,440	2,65,34,816	1,41,89,776
Profit / (Loss) before tax	<b>31,04,246</b>	<b>1,62,50,941</b>	<b>30,82,783</b>	<b>1,62,17,605</b>
<b>Less: Provision for Taxation</b>				
Current Tax	(5,76,000)	(60,04,000)	(5,76,000)	(60,04,000)
Deferred Tax	(10,59,030)	13,336	(10,59,030)	13,336
Profit / (loss) After Taxation	<b>14,69,216</b>	<b>1,02,60,277</b>	<b>14,47,753</b>	<b>1,02,26,941</b>
Less: Proposed Dividend	2,45,986	2,45,000	2,45,986	2,45,000
Less: Corporate Dividend Tax	50,077	41,638	50,077	41,638
Less: Transfer to Statutory Reserve	2,93,843	20,52,055	2,93,843	20,52,055
<b>Add: Balance Brought Forward from Last Year</b>	3,05,18,449	2,25,96,865	3,04,85,113	1,68,41,594
<b>Balance Carried Forward to Balance Sheet</b>	3,13,89,479	3,05,18,449	3,13,34,680	3,04,85,113

**2. Operations**

Your Company continues to be profitable, dividend paying and debt free for the last three years. Profit after tax was 1.02 Crore and 0.92 Crore for Financial Year 2014 and 2013 respectively. In Financial Year 2015 total Income stood to Rs. 2.96 Crore.

**Key Highlights:-**

- As on 30<sup>th</sup> June 15, the Assets under Management stood at Rs. 15.43 Crores.

- During the year, the Company has built a Truck/ Vehicle Finance of Rs. 1.60 Crores and Corporate Loan of Rs. 13.83 Crores as of 30th June 15.
- Company has changed its name from 'Frontier Leasing & Finance Limited' to "Frontier Capital Limited" w.e.f. February 26th, 2015.
- Company has issued 0.01%, 1,40,000 Preference Shares on 29th January, 2015, 6th February, 2015 and 13th March, 2015.
- Company has increased its authorized capital from 20 Crores to 25 Crores.

### 3. Dividend

Your Directors are pleased to recommend a Dividend of Re. 1/- (10%) Per Equity share of Rs. 10/- each and Re. 0.10 (0.01%) on Preference shares for the Year end 31<sup>st</sup> March, 2015. The Dividend if approved at the forthcoming Annual General Meeting will be paid out of the profits of the Company. The Dividend will be paid to those shareholders whose names appear on the Register of the Members of the Company after giving effect to all the valid transfers lodged with the share transfer agent on or before the 18<sup>th</sup> September, 2015 and to those whose name appear as beneficial owners in the records of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the said date.

### 4. Transfer to Reserves

The profit for the year is Rs. 0.15 Crore. After the appropriation, the balance of Rs. 3.13 crores is debited to Profit and loss Account. Rs 0.02 Crore has been transferred to Statutory Reserves.

### 5. Changes in the Share Capital of the Company

During the financial year under review, the Company reclassified and then increased its authorized share capital. Details are as follows:

Detail	Authorised Capital after reclassification		Authorised Capital after increase	
	Old	New	Old	New
<b>Total</b>	20,00,00,000.00 (Twenty Crore)	20,00,00,000.00 (Twenty Crore)	20,00,00,000.00 (Twenty Crore)	25,00,00,000.00 (Twenty Five Crore)
<b>Equity</b>	1,00,00,000 (One Crore * Rs. 10 Each Shares)	50,00,000 (Fifty Lacs * Rs. 10 Each Shares)	50,00,000 (Fifty Lacs * Rs. 10 Each Shares)	50,00,000 (Fifty Lacs * Rs. 10 Each Shares)
<b>Preference</b>	1,00,000 (One Lack * Rs. 1000 Each Share)	1,50,000 (One Lack Fifty Thousand * Rs. 1000 Each Share)	1,50,000 (One Lack Fifty Thousand * Rs. 1000 Each Share)	2,00,000 (Two Lack * Rs. 1000 Each Share)

During the year Company has issued and allotted 1,40,000 0.01%, Preference Shares to Inimitable Capital Finance Private Limited., the holding company, on preferential basis.

### 6. Number of Board Meetings



A calendar of meetings is prepared and circulated in advance to the Directors. During the year under review, 5 Board Meeting were convened and held.

Details of the Meetings held during the financial year are as follows:

Name of the Director	Director Identification Number	Category	No of Board Meetings attended in the Year	Attendance at the Last AGM
V G Raghavan	00008683	Non - Executive Independent Director	5	Yes
D G Prasad	00160408	Non - Executive Independent Director	2	NA
Nitin Chamaria	03030771	Non - Executive Director	2	NA
Sandeep Soni [upto 28.10.2014]	00478088	Whole Time Executive Director	2	Yes
Rajesh Kathuria [Upto 22.12.2014]	01096351	Non - Executive Independent Director	2	Yes
Srinivasan Sridhar [upto 30.07.2014]	00004272	Non - Executive Independent Director	2	NA
N B vyas [upto 05.08.2014]	00055499	Director	0	NA
Anil Kumar Bansal [From 05.12.14 upto 10.12.2014]	06752578	Director	0	NA

#### 7. Extract of the Annual Return

As provided under Section 92(3), the details forming part of the extract of Annual return in Form MGT 9 is annexed herewith as **Annexure I**

#### 8. Particulars of Contracts or Arrangements with Related Parties

All Contracts/ Arrangements/ transactions entered by the company during the financial year with related parties were on arm's length basis, in ordinary course of business and were in the compliance with the applicable provisions of the Act and the Listing Agreement. There are no significant related party transactions made by the company with Promoters, Directors, Key Managerial personnel or other designated persons which may have a potential conflict with the interest of the company at large. Accordingly there are no material transactions that are required to be reported in **Form AOC 2** and as such do not form part of the Report.

#### 9. Particulars of loans, Guarantees or Investments under Section 186

Being an Non-Banking Finance Company, the provision of Section 186 of Companies Act, 2013 are not applicable to the Company.

**10. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Manish Baldeva, Proprietor M/s M Baldeva Associates, Company Secretaries to undertake the Secretarial Audit of the company. The Report of the Secretarial Audit is annexed herewith as **Annexure- II**.

**11. Deposits:**

Your company has not accepted any Deposits during the financial year under review falling under provisions of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

**12. Risk Management:**

The Company has in August 2014 has constituted a Risk Management Committee (RMC) which has been entrusted with responsibility to assist the Board in overseeing the Company's Risk Management process and controls, risk tolerance and capital liquidity and funding and also setting the strategic plans and objections for the risk management and review of risk management of the company and also review the company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, product risk and reputational risk, as well as guidelines, policies and processes for monitoring and mitigating such risks.

The Board takes responsibility for the overall process of the risk management in the organization. The business risk is managed through cross functional involvement and communication across businesses.

**13. Declaration by an Independent Director (s) :**

All Independent Directors have given declarations as required under the provisions of section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the companies Act, 2013.

**14. Appointment of Auditors:**

M/s. Nisar & Kumar, Chartered Accountants, hold office as such upto the conclusion of the ensuing 31<sup>st</sup> Annual General Meeting. They have been Statutory Auditors of the Company since Financial Year 2010 i.e. for a continuous period of 5 years including Financial Year 2014-15. In terms of the Companies Act, 2013 ("the new Act") and the Rules framed thereunder and as recommended by Audit Committee, it is proposed to appoint M/s A.C Bhuteria, Chartered Accountants, Kolkata as new Statutory Auditors of the Company to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting to be held on 25<sup>th</sup> September, 2015 till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held in the Year 2020 (subject to ratification of their appointment by the Members at every Annual General Meeting held after the ensuing Annual General Meeting).

The company has received a written consent from M/s A.C Bhuteria, Chartered Accountants to the effect that they are willing to act as Statutory Auditors of the Company, if appointed, and their

appointment if made, would be within the limits prescribed under the Act and Rules framed thereunder and they are not disqualified from being appointed as Auditors.

The Members are requested to appoint them as Statutory Auditors as aforesaid and fix their remuneration.

**15. Remarks or qualifications by Statutory Auditors and Secretarial Auditors:**

There are no negative remarks or qualification from Statutory Auditors.

Remark of Secretarial Auditor has been received for not maintaining minimum public shareholding at 25% of total equity paid up capital. Promoters have assured that they are in process of making Offer for Sale to reduce their holdings upto 75% of total equity paid up capital.

**16. Internal Audit**

Pursuant to provision of section 138 of the Companies Act, 2013 & Rule 13 of Companies (Accounts) Rules, 2014, M/s Rajagopalan & Co., have been appointed as Internal Auditors of the Company for Financial Year 2014-15.

**17. Material changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

**18. Formal Annual Evaluation:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**19. Significant/material orders passed by the regulators:**

During the year under review, no significant or material order was passed by any regulatory authority which may have bearing on going concern status or on operations of the company in future.

**20. Internal Control Systems And Their Adequacy**

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Company monitors and evaluates the efficacy and adequacy of internal control system in place, its compliance with operating systems, accounting procedures and policies.

**21. Corporate Social Responsibility Report (CSR):**

As per Section 135 of the companies Act, 2013 every Company having net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during any financial year is required to constitute a CSR Committee. As your Company does not fall under any of above limits, the Corporate Social responsibility (CSR) is not applicable to Company.

## 22. Audit Committee:

- i. The Audit Committee functions accordingly to its charter defines its composition, authority, responsibility and reporting functions in accordance with the Act, listing requirements and the regulations applicable to the company and is reviewed from time to time. The Audit Committee comprises of three Non-Executive (NE) Directors viz. Mr. V.G Raghavan, Mr. Nitin Chamaria (from 9<sup>th</sup> December, 2014) and Mr. D. G. Prasad (from 9<sup>th</sup> December, 2014), Mr. Rajesh Kathuria (Upto 22<sup>nd</sup> December, 2014) and Mr. S. Sridhar (Upto 30<sup>th</sup> July, 2014). All of them are financially literate and have relevant finance and/or audit exposure.
- ii. Quorum of Committee is two members. During the period under review, 4 Audit Committee meetings were held on 9<sup>th</sup> May, 2014, 11<sup>th</sup> August 2014, 10<sup>th</sup> December 2014 & 12<sup>th</sup> February, 2015.
- iii. Each Board Meeting which considers financial results is preceded by meeting of Audit Committee Members along with Auditors.

Composition of the Audit Committee and attendance at its meetings are as follows:

Composition	Meeting Attended
V.G.Raghavan	4
D.G.Prasad	2
Nitin Chamaria	2
Rajesh Kathuria	2
S.Shridhar	1

## 23. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (NRC) of the company functions according to its charter, that defines its objective, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with the act and listing requirements, which are reviewed from time to time. Policy of Nomination and Remuneration committee is attached as a part of Directors' Report in **Annexure - III**

## 24. Vigil Mechanism:

The company has adopted a Whistle Blower Mechanism Policy establishing vigil mechanism, to provide a formal mechanism to the directors and the employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The policy provides for adequate safeguard against victimization of employees who avail the mechanism. No employee of the Company has been denied access to the Audit Committee.

## 25. Prevention of Sexual harassment

The company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company is committed to provide equal opportunities to their race, caste, sex,

religion, colour, nationality, disability, etc. All women associates (permanent, temporary, contractual and trainees) as well as women visiting the company's office premises or women service providers are covered under this policy. All are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

During Fiscal Year 2015, the company has not received any complaint on sexual harassment.

## 26. Directors:

A] During the year, the following Directors/KMP were appointed on Board of the Company:

Sr. No	Name of the Director	DIN No./PAN No.	Designation	Date of Appointment
1	Mr. Nitin Chamaria	03030771	Additional Director	9 <sup>th</sup> December, 2014
2	Mr. D.G.Prasad	00160408	Independent Director	9 <sup>th</sup> December, 2014
3	Mr. A.K Bansal	06752578	Independent Director	5 <sup>th</sup> December, 2014
4	Mr. Bhushan Hulke	AGDPH0269D	Manager	12 <sup>th</sup> February, 2015
5.	Mr. Gyaneshwar Singh	CILPS0936G	Chief Financial Officer	11 <sup>th</sup> August, 2014

B] During the year, the following Directors/KMP resigned from the Board of the Company:

Sr. No	Name of the Director	DIN No./PAN No.	Designation	Date of Resignation
1	Mr. Sandeep Soni	00478088	Whole Time Executive Director	28th October, 2014
2	Mr. Narottam Babulal Vyas	00055499	Non- Executive Director	5th August, 2014
3	Mr. Sridhar Srinivasan	00004272	Independent Director	30th July, 2014
4	Mr. Rajesh Kathuria	01096351	Independent Director	22 <sup>nd</sup> December 2014
5	Mr. Anil Kumar Bansal	06752578	Additional Director	10 <sup>th</sup> December 2014

The Board extends its sincere appreciation to Mr. Sandeep Soni, Mr. Sridhar Srinivasan, Mr. Rajesh Kathuria, Mr. A K Bansal and Mr. Narottam Babulal Vyas for their valuable guidance and support provided during their tenure as Directors of the Company.

## 27. Subsidiary Company:

A wholly owned subsidiary of the Company named "**Frontier Digital Technologies Private Limited' (FDTPL)** was incorporated on 21st March, 2014. A statement containing brief financial details of FDTPL for the year ended March 31, 2015 is included in the Annual Report.

## 28. Compliance:

The Company is registered with RBI as an Asset Financing Non Deposit Accepting NBFC. The Company has complied with and continues to comply with the applicable Regulations and Directions of the RBI and it does not carry on any activities other than those specifically permitted by the RBI.

**29. Directors' Responsibility Statement:**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013 the Directors, based on the representation received from the Operating management, confirm that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;
- (v) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**30. Consolidated Financial Statements**

The Consolidated Financial Statements of the Company and its subsidiary "FDTPL", prepared in accordance with Accounting Standard AS 21 form part of this Annual Report.

**31. Corporate Governance Report:**

With the introduction of the new Companies Act, 2013 and the issue of SEBI circular no. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, the provisions of amended Clause 49 of the Listing Agreement related to the corporate governance would be applicable with effect from 1<sup>st</sup> October, 2014 to the Company Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year. However, as a measure of good governance, the Company complies with most of the requirements specified under Clause 49.

A summary of the Corporate Governance measures adopted by the Company is given below:-

- iv. The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, government and others.

- v. The Company believes that good corporate governance practices enable the management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its stakeholders.
- vi. The Board of Directors along with its Committees provides leadership and guidance to the Company's management and directs, supervises and controls the activities of the Company.
- vii. The size of the Board is commensurate with the size and business of the Company. At present, the Board comprises of Mr. V.G Raghavan, Mr. Dasu Govind Prasad, Mr. Nitin Chamaria and Mrs. Usha Iyengar. Mr. V.G Raghavan and Mr. Dasu Govind Prasad are Independent Directors of the Company. Mr Ankkit Chaudhry has been appointed as a Manager of the company w.e.f 12<sup>th</sup> August 2015 for a period of three years.
- viii. The Board has constituted Committees with specific terms of reference to focus on specific issues and ensure expedient resolution of diverse matters. These include the Audit Committee, Nomination & Remuneration Committee & Independent Directors Committee.
- ix. The Audit Committee and Nomination and Remuneration Committee are constituted comprising three Non-Executive (NE) Directors viz. Mr. V.G Raghavan, Mr. Nitin Chamaria and Mr. D G Prasad.
- x. Minutes of Meetings of all Committees of the Board are placed before the Board for discussion/noting. A quarterly summary of the minutes of the meetings of the Boards of the Company's subsidiary FDTPL is also placed before the Board for noting.
- xi. The Company, Directors (including the Independent Directors) and its employees have adopted the Code of Conduct and the same will be posted on the Company's website.
- xii. The Company has adopted a Whistle – Blower Policy which provides a formal mechanism for all employees of the Company to make protected disclosures to the management about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. No employee of the Company has been denied access to the Audit Committee.
- xiii. The Company's website is [www.flflindia.com](http://www.flflindia.com).

### **32. Accounts and Accounting Standards**

The Company adheres to the Accounting Standards as prescribed under section 133 of the Companies Act, 2013 and Rule 7 of the Companies (Accounts) Rules, 2014 in the preparation of its financial statements and also to the guidelines prescribed by the RBI.

### **33. Conservation of energy, technology absorption, foreign exchange earnings and outgo:**

Considering the nature of business activities of the Company, your Directors have nothing to report with respect to conservation of energy and technology absorption.

During the year under review, the Company had NIL foreign exchange earnings (Previous Year: NIL) and outgo (Previous Year: NIL).

### **34. Particulars of Employees:**

The disclosures as required under Section 134 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is not required as there are no employees covered by it.

**35. Disclosures:**

The Company has made adequate disclosures regarding related party transactions, contingent liabilities, and significant accounting policy in the Notes to Accounts as an integral part of the Balance Sheet and Statement of Profit & Loss.

**36. Stock Exchanges – Compliance of Listing Agreements**

The Company's shares are listed at the BSE Ltd. and the Company has paid the listing fees to the Stock Exchange. Further, the Company has demat connectivity with both the Depositories, NSDL and CDSL and paid Annual Fees to both the Depositories.

**37. Green Initiative**

Section 136 of the Companies Act, 2013 and the Rules made there under allow the Company to send its financial statements by electronic mode to such members whose shareholding is in dematerialized format and whose email addresses are registered with Depository for communication purposes. As a responsible corporate citizen, the Company proposes to effect electronic delivery of the Annual Report of the Company in lieu of the paper form to the Members who have registered their email IDs with the Depositories. However, as a matter of practice, a physical copy of the Annual Report has also been sent to the members at their address registered with the Company and the Depository Participants.

A copy of this Annual Report along with the Annual Report of each of the Company's subsidiaries for FY 2014-15 will be placed on the website of the Company.

**38. Acknowledgement:**

The Directors would like to place on record their gratitude for the valuable guidance and support received from the Reserve Bank of India, Securities and Exchange Board of India, Bombay Stock Exchange Limited and other Government and Regulatory Authorities and convey their appreciation to all the stakeholders, customers, bankers, lenders, vendors and all business associated for their valuable and continuous support and encouragement towards the conduct of the efficient operations of the company.

**For and on behalf of the Board**

Sd/-

**Nitin Chamaria**  
Director  
Din: 03030771

Sd/-

**Usha Iyengar**  
Director  
Din: 03447551

**Date: 12th August, 2015**  
**Place: Mumbai**



**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF FRONTIER CAPITAL LIMITED****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **FRONTIER CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Nisar & Kumar**  
Chartered Accountants  
(Firm Registration No. 127820 W)

K. M. Mahadik  
Partner

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(Membership No.48453)

**Place: Mumbai**

Date: May 30, 2015

**ANNEXURE REFERRED TO IN PARAGRAPH 1 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT TO THE MEMBERS OF FRONTIER CAPITAL LIMITED OF EVEN DATE FOR THE YEAR ENDED MARCH 31, 2015**

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification;
- (ii) The company does not have inventory other than stock on hire purchase and hence reporting on the clauses (ii) (a), ii (b) and ii (c) do not arise.
- (iii) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of fixed assets. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) In our opinion and according to the information and explanations given to us, during the year the company has not accepted any deposits from the public within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) As informed to us, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii)(a) According to the records of the company, there were delays in depositing undisputed statutory dues of income-tax, profession tax and service tax with the appropriate authorities. According to the records of the company the company does not have statutory dues of provident fund, employees' state insurance, sales-Lax, wealth tax, duty of customs, duty of excise, value added tax and cess. The arrears statutory dues of Income Tax of Rs.41,638 (since paid) as at March 31, 2015 were outstanding for a period of more than six months from the date they became payable.
  - (b) According to the records of the company, there are no dues of sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of dispute. The dues of income tax of Rs.99,302,950 for Financial Year 2011-12 pending rectification before Assistant Commissioner of Income Tax, Mumbai, have not been deposited on account of dispute.
  - (c) According to the records of the company, there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 ( 1 of 1956) and rules made thereunder.
- (viii)The company does not have accumulated losses and the company has not incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.

- (ix) As the company has not borrowed any amount from Bank or Financial Institution, debenture holders, the reporting under this clause do not arise.
- (x) According to the records of the company, during the year the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the records of the company, during the year the company has not taken any term loan.
- (xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

**For Nisar & Kumar**  
Chartered Accountants  
(Firm Registration No. 127820 W)

K. M. Mahadik  
Partner  
(Membership No.48453)

**Place: Mumbai**

Date: May 30, 2015

## FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING &amp; FINANCE LIMITED)

## BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No.	As at	As at
		March 31, 2015	March 31, 2014
		Rs.	Rs.
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	14,24,50,000	24,50,000
Reserves and Surplus	3	4,07,28,049	3,95,63,176
		<b>18,31,78,049</b>	<b>4,20,13,176</b>
<b>Share Application Money Pending Allotment</b>	4	-	<b>20,00,00,000</b>
<b>Non Current Liabilities</b>			
Deferred Tax Liabilities (net)	11	9,81,978	-
Long Term Provisions	5	2,242	1,39,220
		<b>9,84,220</b>	<b>1,39,220</b>
<b>Current Liabilities</b>			
Trade payables	6	11,64,498	17,84,943
Other Current Liabilities	7	1,85,369	8,50,188
Short Term Provisions	8	7,37,099	53,08,112
		<b>20,86,966</b>	<b>79,43,243</b>
<b>TOTAL</b>		<b>18,62,49,235</b>	<b>25,00,95,639</b>
<b><u>ASSETS</u></b>			
<b>Non Current Assets</b>			
Fixed Assets	9		
Tangible Assets		6,68,763	5,02,632
Intangible Assets		1,19,98,861	-
Capital Work-In-Progress		-	15,86,922
Non-Current Investments	10	1,00,000	1,00,000
Deferred tax assets (net)	11	-	77,052
Long Term Portion of Receivables under Financing Activities	12	8,96,737	5,56,88,127
Long Term Loans and Advances	13	37,11,452	12,85,304
		<b>1,73,75,813</b>	<b>5,92,40,037</b>
<b>Current Assets</b>			
Cash and cash equivalents	14	12,88,930	22,23,272
Short Term Portion of Receivables under Financing Activities	15	15,97,59,230	18,03,09,671
Short term loans and advances	16	23,06,175	29,57,417
Other current assets	17	55,19,087	53,65,242
		<b>16,88,73,422</b>	<b>19,08,55,602</b>
<b>TOTAL</b>		<b>18,62,49,235</b>	<b>25,00,95,639</b>

Significant Accounting Policies  
(Notes forms an Integral part of accounts)

1

As per our report of even date

**For Nisar & Kumar**  
Chartered Accountants  
Firm Regn. No. 127820 W

For and on behalf of the Board

**K. M. Mahadik**  
Partner  
M. No. 48453  
Place: Mumbai  
Date: May 30, 2015

**Usha Iyengar**  
Director  
Place: Mumbai  
Date: May 30, 2015

**Nitin Chamaria**  
Director

## FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING &amp; FINANCE LIMITED)

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
		Rs.	Rs.
<b>INCOME</b>			
Revenue from operations	18	2,88,55,594	2,97,75,195
Other Income	19	7,62,005	6,32,186
<b>Total Income</b>		<b>2,96,17,599</b>	<b>3,04,07,381</b>
<b>EXPENSES</b>			
Employee Benefits Expenses	20	42,04,488	-
Finance Costs	21	-	16,03,125
Depreciation / amortisation	9	12,83,944	1,78,560
Less: Depreciation written back		(2,90,250)	-
		9,93,694	1,78,560
Other Expenses	22	2,13,15,171	1,23,74,755
<b>Total Expenses</b>		<b>2,65,13,353</b>	<b>1,41,56,440</b>
Profit before tax		<b>31,04,246</b>	<b>1,62,50,941</b>
<u>Tax Expenses:</u>			
a) Current Tax (including adjustments for earlier years)		(5,76,000)	(60,04,000)
b) Deferred Tax		(10,59,030)	13,336
Profit after tax		<b>14,69,216</b>	<b>1,02,60,277</b>
Basic & Diluted Earnings per share of Rs 10 each	23	6.00	41.88

Significant accounting policies  
(Notes forms an Integral part of accounts)

1

As per our report of even date

**For Nisar & Kumar**  
Chartered Accountants  
Firm Regn. No. 127820 W

For and on behalf of the Board

**K. M. Mahadik**  
Partner  
M. No. 48453  
Place: Mumbai  
Date: May 30, 2015

**Usha Iyengar**  
Director

Place: Mumbai

Date: May 30, 2015

**Nitin Chamaria**  
Director

**FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING & FINANCE LIMITED)****Cash Flow Statement for the year ended March 31, 2015**

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
	Rs.	Rs.
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before taxation	31,04,246	1,62,50,941
Adjustments for :		
Contingent Provisions against Standard Assets / (written back)	(1,99,735)	1,88,790
Provision for doubtful advances	6,98,309	-
Provision for depreciation in investments / (write back)	-	(5,00,000)
Depreciation / amortisation	9,93,694	1,78,560
Interest on investments / deposits with bank	(5,62,270)	(1,32,186)
<b>Operating Profit before working Capital Changes</b>	<b>40,34,244</b>	<b>1,59,86,105</b>
Adjustment for :		
(Increase)/Decrease in Receivables	7,51,40,922	(7,57,96,111)
Increase/(Decrease) in Payables	(13,00,734)	21,12,745
<b>Cash (used in) / generated from operations</b>	<b>7,78,74,432</b>	<b>(5,76,97,261)</b>
Taxes on income paid	(75,59,575)	(55,75,536)
<b>Net Cash (used in) / generated from Operating Activities</b>	<b>7,03,14,857</b>	<b>(6,32,72,797)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest received on deposits with bank	5,62,267	1,32,186
Purchase of investments	-	(1,00,000)
Fixed assets purchased (including changes in capital work in-progress)	(1,15,80,044)	(16,01,521)
Proceeds from sale / redemption of Investments	-	5,00,000
<b>Net Cash used in Investing Activities</b>	<b>(1,10,17,777)</b>	<b>(10,69,335)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend paid (including dividend tax)	(2,31,422)	(2,84,746)
Share application money received / (refunded)	(6,00,00,000)	5,00,00,000
<b>Net Cash generated from / (used in) Financing Activities</b>	<b>(6,02,31,422)</b>	<b>4,97,15,254</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(9,34,342)</b>	<b>(1,46,26,878)</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>22,23,272</b>	<b>1,68,50,150</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>12,88,930</b>	<b>22,23,272</b>

**Note:** Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard -3 "Cash Flow Statements "

As per our report of even date

**For Nisar & Kumar**  
Chartered Accountants  
Firm Regn. No. 127820 W

**For and on behalf of the Board**

**K. M. Mahadik**  
Partner  
M. No. 48453  
Place: Mumbai  
Date: May 30, 2015

**Usha Iyengar**  
Director  
Place: Mumbai  
Date: May 30, 2015

**Nitin Chamaria**  
Director

**FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING & FINANCE LIMITED)****Significant Accounting Policies and Notes forming part of Accounts for the year ended March 31, 2015****1 Significant Accounting Policies**

The Financial statements have been prepared on accrual basis and in accordance with applicable accounting standards. A summary of the important accounting policies, which have been applied is set out below:

**1.1 Basis of Accounting :**

The financial statements are prepared in accordance with the historical cost convention. Further the Company follows prudential norms for Income Recognition and provisioning for Non-performing Assets as prescribed in the directions issued by the Reserve Bank of India in terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

**1.2 Investments :**

Long term investments are stated at cost. Incidental expenses incurred in acquiring the investments are added to the cost. Decline in carrying amount of investments, if any, other than of temporary nature is provided for in the Statement of Profit and Loss.

**1.3 Fixed Assets:**

Fixed Assets are recorded at cost inclusive of all incidental cost of acquisition and other incidental costs.

**1.4 Depreciation / Amortisation:**

Depreciation on tangible assets is provided on Straight Line Method based on the useful life of assets prescribed under the Schedule II of the Companies Act, 2013 on pro rata basis from the date of addition / upto the date of deletion.

Intangible Assets consisting Softwares are amortised over the period of three years.

**1.5 Capital-Work-In Progress:**

The expenditure in connection with the assets under acquisition / construction are treated as Capital Work-In-Progress till the date of capitalisation thereof.

**1.6 Receivables under Financing Activities**

The receivables under financing activities includes Stock on Hire (i.e. total receivables comprising of total value of hire purchase instalments falling due after end of the accounting year net of Finance charges receivable on balance instalments), Trade Receivables (hire purchase instalments due), Loans given, Bills Discounted (net of unmatured discount charges). The receivables under financing activities are further classified into non-current portion and current portion based on tenure thereof.

**1.7 Revenue Recognition:**

- i) In respect of Finance Charges on Hire Purchase agreements, Income is accounted by applying implicit rate of return in the transaction on the declining balance of the amount financed for the period of the agreement.
- ii) Interest and discounting charges income are recognised on time accrual basis.
- iii) No income is recognised in respect of non-performing assets as specified in the directions issued by the Reserve Bank of India in terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

**1.8 Taxation:**

The provision for current tax, if any, is computed in accordance with the relevant tax regulations. Deferred Tax is recognised on timing difference between accounting and taxable income for the year by applying applicable tax rates as per Accounting Standard-22 on "Accounting for Taxes on Income". Deferred Tax Assets is recognised wherever there is reasonable certainty that future taxable income will be available against which such Deferred Tax Assets can be realised.

**1.9 Provisions and Contingent Liabilities:**

Provisions are recognised in the accounts for present probable obligations arising out of past events that require outflow of resources, the amount of which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company, unless likelihood of an outflow of resources is remote. Contingent assets are not recognised in the accounts, unless there is virtual certainty as to its realisation.



**2 Share Capital****Authorised**

5,000,000 (P.Y. 10,000,000) Equity Shares of Rs. 10 each  
200,000 (P.Y.100,000) Non-Convertible Redeemable Preference Shares of Rs. 1,000 each

**Issued, Subscribed and Fully Paid-up**

245,000 (P.Y. 245,000) Equity Shares of Rs. 10 each  
140,000 (P.Y. Nil) 0.01% Non-Convertible Redeemable Preference Shares of Rs. 1,000 each

As at March 31, 2015	As at March 31, 2014
Rs.	Rs.
5,00,00,000	10,00,00,000
20,00,00,000	10,00,00,000
<b>25,00,00,000</b>	<b>20,00,00,000</b>
24,50,000	24,50,000
14,00,00,000	-
<b>14,24,50,000</b>	<b>24,50,000</b>

**Notes:**

a. Reconciliation of number of shares and amount outstanding at the beginning and at the end:

	As at March 31, 2015		As at March 31, 2014	
	Numbers	Rs.	Numbers	Rs.
<b>Equity shares</b>				
Balance at the beginning of the year	2,45,000	24,50,000	2,45,000	24,50,000
Add: Issued / (bought back) during the year	-	-	-	-
Balance at the end of the year	2,45,000	24,50,000	2,45,000	24,50,000
<b>Preference shares</b>				
Balance at the beginning of the year	-	-	-	-
Add: Issued / (bought back) during the year	1,40,000	14,00,00,000	-	-
Balance at the end of the year	1,40,000	14,00,00,000	-	-

b. The details of shares held by the holding company:

	As at March 31, 2015		As at March 31, 2014	
	Numbers	Rs.	Numbers	Rs.
<b>Equity shares</b>				
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	17,66,100

c. The details of shareholders holding more than 5% shares:

	As at March 31, 2015		As at March 31, 2014	
	Numbers	Rs.	Numbers	Rs.
<b>Equity shares</b>				
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	17,66,100
Mr. Anirudh Bhuwalka	16,900	1,69,000	-	-

d. Rights, preferences and restrictions attached to shares: The company has one class of equity shares of face value of Rs.10 each. Every shareholder is entitled to one vote for every shares held. In the event of liquidation the equity shareholders shall be entitled to receive remaining assets of the company after distribution of all dues in proportion of their holdings.

e. In preceding five years the company has not allotted any shares for consideration other than cash / bonus shares / bought back any shares.

f. 0.01% Non-Convertible Redeemable Preference Shares of Rs. 1,000 each will be redeemed after 5 years but before 10 years from the date of allotment (i.e. 12,000 preference shares allotted on January 29, 2015, 12,000 preference shares allotted on February 6, 2015 and 116,000 preference shares allotted on March 13, 2015).

**3 Reserves and Surplus**Surplus in Statement of Profit and Loss

Balance at the beginning of the year  
Add: Profit for the year  
Add: Transitional Depreciation Adjustment Reserve Account  
Less: Proposed Dividend  
Less: Provision for corporate dividend tax on proposed dividend  
Less: Transfer to Statutory Reserve  
Balance at the end of the year

General Reserve

Balance as per last balance sheet

Statutory Reserve

Balance at the beginning of the year  
Add: Transfer from surplus in statement of profit and loss  
Balance at the end of the year

As at March 31, 2015	As at March 31, 2014
Rs.	Rs.
3,05,18,449	2,25,96,865
14,69,216	1,02,60,277
(8,280)	-
(2,45,986)	(2,45,000)
(50,077)	(41,638)
(2,93,843)	(20,52,055)
<b>3,13,89,479</b>	<b>3,05,18,449</b>
11,85,650	11,85,650
78,59,077	58,07,022
2,93,843	20,52,055
<b>81,52,920</b>	<b>78,59,077</b>
<b>4,07,28,049</b>	<b>3,95,63,176</b>

**4 Share Application Money Pending Allotment**

During the year the company has refunded Share Application Money to the extent of Rs.60,000,000 and against balance share application money of Rs. 140,000,000, the company has issued and allotted 140,000 0.01% Non-Convertible Redeemable Preference Shares of Rs. 1,000 each.

**5 Long Term Provisions**

Contingent Provisions against Standard Assets

As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
2,242	1,39,220
<b>2,242</b>	<b>1,39,220</b>

**6 Trade Payables**

Trade Payables

11,64,498	17,84,943
<b>11,64,498</b>	<b>17,84,943</b>

**7 Other Current Liabilities**

Statutory liabilities  
Advances from others  
Unclaimed / unpaid dividend

1,13,721	3,28,264
51,578	5,17,324
20,070	4,600
<b>1,85,369</b>	<b>8,50,188</b>

**8 Short Term Provisions**

Provision for income tax (net of taxes paid)  
Proposed dividend  
Corporate dividend tax  
Contingent Provisions against Standard Assets

-	45,57,427
2,45,986	2,45,000
91,715	43,530
3,99,398	4,62,155
<b>7,37,099</b>	<b>53,08,112</b>

**10 Non current Investments**

In fully paid up equity shares  
Trade  
Unquoted  
10,000 (P.Y. 10,000) Equity shares of Frontier Digital Technologies Pvt. Ltd. of Rs. 10 each

As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
1,00,000	1,00,000
<b>1,00,000</b>	<b>1,00,000</b>

	Book Value		Market Value	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Quoted	-	-		
Unquoted	1,00,000	1,00,000		

**11 Deferred Tax Asset / (Liability) (net)**

Timing difference on account of depreciation  
Balance at the beginning of the year  
Deferred tax credit / charge for the year  
Balance at the end of the year

77,052	63,716
(10,59,030)	13,336
<b>(9,81,978)</b>	<b>77,052</b>

**12 Long Term Portion of Receivables under Financing Activities**

(Unsecured, considered good)  
Loans to others  
Inter Corporate Loans  
Stock on hire purchase (net of unmatured finance charges)

-	18,73,863
-	5,00,00,000
8,96,737	38,14,264
<b>8,96,737</b>	<b>5,56,88,127</b>

**13 Long term loans and advances**

(Unsecured, considered good)  
Tax deducted at source / Income Tax refundable

37,11,452	12,85,304
<b>37,11,452</b>	<b>12,85,304</b>

<b>14 Cash and Cash equivalents</b>		
Cash on hand	9,104	10,685
Balances with Banks in current accounts	10,29,816	20,08,087
Balance with Bank in current accounts (Dividend account) including uncleared dividend drafts	34,101	4,500
Balances with Banks in deposit account	2,15,909	2,00,000
	<b>12,88,930</b>	<b>22,23,272</b>
<b>15 Short Term Portion of Receivables under Financing Activities</b>		
(Unsecured, considered good)		
Loans to others	-	5,39,139
Inter Corporate Loans to Related Parties	14,00,47,803	-
Inter Corporate Loans to Others	-	70,00,000
Stock on hire purchase (net of unmatured finance charges)	29,40,847	4,02,85,219
Bills discounted	-	11,78,78,606
<u>Trade receivables</u>		
Debts outstanding for period exceeding six months	-	-
Other debts	1,67,70,580	1,46,06,707
	<b>15,97,59,230</b>	<b>18,03,09,671</b>
<b>16 Short term loans and advances</b>		
(Unsecured, Considered Good)		
Advances to related parties	33,456	22,45,329
Advances to vendors / others	22,38,229	6,98,309
Prepaid expenses	34,490	13,779
(Unsecured, Considered doubtful)		
Advances to related parties	6,98,309	-
Less: Provision for doubtful advances	(6,98,309)	-
	-	-
	<b>23,06,175</b>	<b>29,57,417</b>
<b>17 Other Current Assets</b>		
Interest receivable on Loans / deposits	55,19,087	53,65,242
	<b>55,19,087</b>	<b>53,65,242</b>
	<b>For the year ended</b>	<b>For the year ended</b>
	<b>March 31, 2015</b>	<b>March 31, 2014</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>18 Revenue from operations</b>		
Finance Charges on Hire Purchase	30,54,006	88,49,670
Interest on Other Loans	76,92,874	42,75,108
Bill Discounting Charges	1,47,42,567	1,27,67,099
Loan Processing Fees	-	20,000
Penal Interest	33,66,147	38,63,318
	<b>2,88,55,594</b>	<b>2,97,75,195</b>
<b>19 Other Income</b>		
Interest on investments / deposits with bank	5,62,270	1,32,186
Excess provision for contingency written back	1,99,735	-
Provision for depreciation in investments written back	-	5,00,000
	<b>7,62,005</b>	<b>6,32,186</b>

**20 Employee Benefits Expenses**

Salary and Incentives

42,04,488

**42,04,488**

-

**21 Finance Costs**

Interest on intercorporate deposits

-

16,03,125

-

**16,03,125****22 Other Expenses**

Office Expenses

9,04,472

5,96,906

Listing &amp; Custodial Fees

1,25,775

62,087

Legal &amp; Professional Fees

1,20,06,100

29,19,244

Infrastructure &amp; Network Access fees

56,05,485

-

Stamp duty &amp; Filing fees

1,85,441

15,10,355

Directors sitting fees

1,46,068

69,102

Printing &amp; Stationary

68,470

51,221

Travelling and conveyance expenses

9,20,486

10,27,515

Membership &amp; Subscriptions

42,042

19,101

Advertisement Expenses

1,46,257

90,958

Auditors' Remuneration

Audit Fees

1,68,540

1,68,540

Fees for consolidated accounts

56,180

56,180

Certification fees

28,090

42,136

Support Service Charges

-

55,30,191

Bank charges

3,882

3,079

Interest on delayed payment of taxes and penalty charges

2,09,574

39,350

Provision for doubtful advances

6,98,309

-

Contingent Provisions against Standard Assets

-

1,88,790

**2,13,15,171****1,23,74,755****23 Earnings per Share:**

There are no potential equity shares and hence the basic and diluted earnings per share are same. The calculation of the basic and diluted earnings per share is based on following data.

Earnings [Net profit for the year after tax (Rs.)]

14,69,216

1,02,60,277

Weighted average number of equity shares for the purpose of calculating earnings per share

2,45,000

2,45,000

Basic &amp; Diluted Earnings per share of face value of Rs.10 each (Rs.)

6.00

41.88

**24 Related Party Disclosures :**

a) Related parties where control exists:

i. Holding Company:

Inimitable Capital Finance Pvt Ltd

ii. Subsidiary Companies:

Frontier Digital Technologies Pvt Ltd

iii. Individual indirectly owning an interest in the voting power that gives control:

Mr. Anirudh Bhuiwala (w.e.f. June 23, 2014), Mr. Anshuman Ruia (upto June 22,2014)

iii. Key Management Personnel:

Mr. Sandeep Soni (Executive / Whole Time Director upto 28.10.2014), Ms. Neha Sanghvi (Company Secretary upto 16.03.2015)

b) Other related parties, where there have been transactions:

Enterprises controlled or significantly influenced by individual or relatives:

Upto June 22, 2014

Essar Capital Ltd, Futura Travels Ltd, Essar Infrastructure Services Ltd

With effect from June 23, 2014

AMW Auto Components Ltd, AMW Holdings Ltd, AMW Finance Ltd, AMW Motors Ltd, Frontier Steel Components Ltd, Tranztar Commercial Vehicle Applications Ltd, Alankar Niketan Pvt Ltd, Uniq Pier Tech Solutions Pvt Ltd

c) Transactions with related parties are summarised as under:

Particulars	Holding Company	Subsidiary companies	Key Management Personnel	Enterprises controlled or significantly influenced by individual or relatives	Total March 31, 2015
	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Advances Given</b>	1,129	25,227		-	26,356
	(-)	-18,336			-18,336
Frontier Digital Technologies Pvt Ltd		25,227			
AMW Finance Ltd		-7,100			
Inimitable Capital Finance Pvt Ltd	1,129	-11,236			
	(-)				
<b>Purchase of / Subscription to Investments</b> (Frontier Digital Technologies Pvt Ltd)		-			-
		-1,00,000			-1,00,000
<b>Intercompany Deposits given</b>				24,23,00,000	24,23,00,000
				(-)	(-)
AMW Auto Components Ltd				5,50,00,000	
				(-)	
AMW Motors Ltd				14,48,00,000	
				(-)	
Frontier Steel Components Ltd				2,50,00,000	
				(-)	
Tranztar Commercial Vehicle Applications Ltd				50,00,000	
				(-)	
Alankar Niketan Pvt Ltd				1,00,00,000	
				(-)	
Uniq Pier Tech Solutions Pvt Ltd				25,00,000	
				(-)	
<b>Refund of Intercompany Deposits given</b>				15,20,76,255	15,20,76,255
				(-)	(-)
Alankar Niketan Pvt Ltd				30,00,000	
				(-)	
AMW Motors Ltd				9,20,76,255	
				(-)	
AMW Holdings Ltd				5,70,00,000	
				(-)	
<b>Interest received</b>				86,65,572	86,65,572
				(-)	(-)
AMW Auto Components Ltd				18,38,639	
				(-)	
AMW Motors Ltd				30,28,590	
				(-)	
Frontier Steel Components Ltd				3,02,740	
				(-)	
Tranztar Commercial Vehicle Applications Ltd				22,192	
				(-)	
Alankar Niketan Pvt Ltd				73,151	
				(-)	
Uniq Pier Tech Solutions Pvt Ltd				87,329	
				(-)	
AMW Holdings Ltd				33,12,931	
				(-)	

<b>Bill Discounting income</b>				1,47,42,567	1,47,42,567
				(-)	(-)
AMW Auto Components Ltd				1,42,23,722	
				(-)	
Tranztar Commercial Vehicle Applications Ltd				5,18,845	
				(-)	
<b>Provision for doubtful advances</b> (AMW Finance Ltd)				6,98,309	6,98,309
				(-)	(-)
<b>Remuneration / Professional fees</b>		19,53,368			19,53,368
		(-)			(-)
Sandeep Soni (professional fees capitalised)		15,00,000			
		(-)			
Neha Sanghvi		4,53,368			
		(-)			
<b>Infrastructure &amp; Network Access fees</b> (AMW Motors Ltd)				56,05,485	56,05,485
				(-)	(-)
<b>Travelling Expenses</b>				45,114	45,114
				-18,297	-18,297
Futura Travels Ltd				-	
				-18,297	
Essar Infrastructure Services Ltd				45,114	
				(-)	
<b>Refund of share application money</b> (Inimitable Capital Finance Pvt Ltd)	6,00,00,000				6,00,00,000
	(-)				(-)
<b>Issue &amp; Allotment of shares</b> (Inimitable Capital Finance Pvt Ltd)	14,00,00,000				14,00,00,000
	(-)				(-)
<b>Share application money received</b> (Inimitable Capital Finance Pvt. Ltd)					-
	-5,00,00,000				-5,00,00,000

d) Balances outstanding at the end of the year:

<b>Debit balances</b>	1,129	32,327		14,44,46,730	14,44,80,186
	(-)	-7,100		-22,38,229	-22,45,329
<b>Credit balances</b>	-				-
	-20,00,00,000				-20,00,00,000

Notes:

a. The names of the related parties are disclosed under each nature of transaction where the transaction with single party is 10% or more of relevant nature of transactions.

b. The figures in bracket pertains to previous year

25 The company has single business segment of Financing Activities and Geographical location in India.

26 The company does not have any dues to micro, small and medium enterprises.

27 The company does not have any commitment .

28 The contingent liability in respect of Income Tax demand pending rectification before Assistant Commissioner of Income tax, Mumbai - Rs.99,302,950 (P. Y. Nil).

29 The Contingent Provision is being made at 0.25% against its standard assets related to financing activities in accordance with the requirement of Notification No. DNBS.222/ CGM (US)-2011 dated 17.01.2011 issued by the Reserve Bank of India (RBI) . The amount of provision on standard assets is shown separately as "Contingent Provision against Standard Assets" under "Provisions" in the Balance Sheet.

30 Expenditure in foreign currency - Travelling expenses (included in Capital Work-In-Progress / Software) Rs. 4,158,969 (P.Y.Rs. 52,638).

31 Information as required in terms of paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007:

<b>Liabilities side :</b>		Amount Outstanding	Amount Overdue
		Rs.	Rs.
1	<b>Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid:</b>		
	(a) Debentures : Secured	-	-
	Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Other Loans (specify nature)	-	-
	<b>Assets side :</b>		Amount outstanding
			Rs.
2	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
	(a) Secured		-
	(b) Unsecured		14,00,47,803
3	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease		-
	(b) Operating lease		-
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		2,06,08,164
	(b) Repossessed Assets		-
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		-
4	<b>Break-up of Investments :</b>		
	<b>Current Investments :</b>		
	<b>1. Quoted :</b>		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-
	<b>2. Unquoted :</b>		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-
	<b>Long Term investments :</b>		
	<b>1. Quoted :</b>		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-
	<b>2. Unquoted :</b>		
	(i) Shares : (a) Equity		1,00,000
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-

5 Borrower group-wise classification of assets financed as in (2) and (3) above :			
Category	Amount net of provisions (Rs.)		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	14,00,47,803	14,00,47,803
(c) Other related parties	-	-	-
2. Other than related parties	-	2,06,08,164	2,06,08,164
Total	-	16,06,55,967	16,06,55,967
6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1. Related Parties			
(a) Subsidiaries			1,00,000
(b) Companies in the same group			-
(c) Other related parties			-
2. Other than related parties			-
Total			1,00,000

**32** During the year the company has changed policy of providing depreciation from written down value method to straight line method in order to provide for depreciation at the remaining useful life of the assets specified in Schedule II of the Companies Act, 2013. Accordingly, the Company has recognized reduction in depreciation of Rs.290,250 in the statement of profit and loss for the year. Had the Company continued to use the earlier method of depreciation, the depreciation charge for the current year would have been higher by Rs. 237,612.

**33** The employees of the company have not opted for provident fund benefits. Further the employees have left during the year or subsequently, who were in service with the company for less than five years were not entitled for retirement benefits like Gratuity and Compensated Absences. Accordingly, during the year the company has not made any provision for Gratuity and Compensated Absences.

**34** Previous year figures have been rearranged / regrouped wherever necessary.

As per our report of even date

**For Nisar & Kumar**  
Chartered Accountants  
Firm Regn. No. 127820 W

**For and on behalf of the Board**

**K. M. Mahadik**  
Partner  
M. No. 48453  
Place: Mumbai  
Date: May 30, 2015

**Usha Iyengar**  
Director  
Place: Mumbai  
Date: May 30, 2015

**Nitin Chamaria**  
Director



FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING & FINANCE LIMITED)												
Significant Accounting Policies and Notes forming part of Accounts for the year ended March 31, 2015												
9 Fixed Assets												
Description of Assets	Gross Block (at cost)				Depreciation / Amortisation				Net Block			
	As at April 1, 2014	Additions during the year	Deletions/ written off during the year	As at March 31, 2015	As at April 1, 2014	For the year*	Written back during the year	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	As at March 31, 2014	As at March 31, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>A. Tangible Assets</b>												
Computers & Printers	64,599	77,299	-	1,41,898	45,752	26,418	679	71,491	70,407	18,847	18,847	
Vehicles	14,00,000	-	-	14,00,000	9,16,215	1,75,000	2,89,571	8,01,644	5,98,356	4,83,785	4,83,785	
<b>Total</b>	<b>14,64,599</b>	<b>77,299</b>	<b>-</b>	<b>15,41,898</b>	<b>9,61,967</b>	<b>2,01,418</b>	<b>2,90,250</b>	<b>8,73,135</b>	<b>6,68,763</b>	<b>5,02,632</b>	<b>5,02,632</b>	
<b>Previous year</b>	<b>14,50,000</b>	<b>14,599</b>	<b>-</b>	<b>14,64,599</b>	<b>7,83,407</b>	<b>1,78,560</b>	<b>-</b>	<b>9,61,967</b>	<b>5,02,632</b>	<b>6,66,593</b>	<b>6,66,593</b>	
<b>B. Intangible Assets</b>												
Software	-	1,30,89,667	-	1,30,89,667	-	10,90,806	-	10,90,806	1,19,98,861	-	-	
<b>Total</b>	<b>-</b>	<b>1,30,89,667</b>	<b>-</b>	<b>1,30,89,667</b>	<b>-</b>	<b>10,90,806</b>	<b>-</b>	<b>10,90,806</b>	<b>1,19,98,861</b>	<b>-</b>	<b>-</b>	
<b>C. Capital Work-in-progress</b>												
Expenditure in connection with Intangible Assets under development.												
												15,66,922

\* The depreciation for the year of Rs.8,280 (P.Y. Nil) pertaining to the assets with the remaining useful life Nil is recognised in the opening balance of statement in profit and loss in accordance with the requirements of Schedule I of the Companies Act, 2013.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FRONTIER CAPITAL LIMITED**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **FRONTIER CAPITAL LIMITED** ("the Company") and its subsidiary ("the FCL Group), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the FCL Group as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

**For Nisar & Kumar**  
Chartered Accountants  
(Firm Registration No. 127820 W)

K. M. Mahadik  
Partner  
(Membership No.48453)

**Place: Mumbai**

Date: May 30, 2015

**FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING & FINANCE LIMITED)****CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015**

Particulars	Note No.	As at	As at
		March 31, 2015	March 31, 2014
		Rs.	Rs.
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	14,24,50,000	24,50,000
Reserves and Surplus	3	4,06,73,250	3,95,29,840
		<b>18,31,23,250</b>	<b>4,19,79,840</b>
<b>Share Application Money Pending Allotment</b>	4	-	<b>20,00,00,000</b>
<b>Non Current Liabilities</b>			
Deferred Tax Liabilities (net)	10	9,81,978	-
Long Term Provisions	5	2,242	1,39,220
		<b>9,84,220</b>	<b>1,39,220</b>
<b>Current Liabilities</b>			
Trade payables	6	11,86,970	18,11,179
Other Current Liabilities	7	1,85,369	8,50,188
Short Term Provisions	8	7,37,099	53,08,112
		<b>21,09,438</b>	<b>79,69,479</b>
<b>TOTAL</b>		<b>18,62,16,908</b>	<b>25,00,88,539</b>
<b><u>ASSETS</u></b>			
<b>Non Current Assets</b>			
Fixed Assets	9		
Tangible Assets		6,68,763	5,02,632
Intangible Assets		1,19,98,861	-
Capital Work-In-Progress		-	15,86,922
Deferred tax assets (net)	10	-	77,052
Long Term Portion of Receivables under Financing Activities	11	8,96,737	5,56,88,127
Long Term Loans and Advances	12	37,11,452	12,85,304
		<b>1,72,75,813</b>	<b>5,91,40,037</b>
<b>Current Assets</b>			
Cash and cash equivalents	13	13,88,930	23,23,272
Short Term Portion of Receivables under Financing Activities	14	15,97,59,230	18,03,09,671
Short term loans and advances	15	22,73,848	29,50,317
Other current assets	16	55,19,087	53,65,242
		<b>16,89,41,095</b>	<b>19,09,48,502</b>
<b>TOTAL</b>		<b>18,62,16,908</b>	<b>25,00,88,539</b>

Significant Accounting Policies  
(Notes forms an Integral part of accounts)

1

**For Nisar & Kumar**  
Chartered Accountants  
Firm Regn. No. 127820 W

**For and on behalf of the Board**

**K. M. Mahadik**  
Partner  
M. No. 48453  
Place: Mumbai  
Date: May 30, 2015

**Usha Iyengar**  
Director  
Place: Mumbai  
Date: May 30, 2015

**Nitin Chamaria**  
Director

## FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING &amp; FINANCE LIMITED)

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
		Rs.	Rs.
<b>INCOME</b>			
Revenue from operations	17	2,88,55,594	2,97,75,195
Other Income	18	7,62,005	6,32,186
<b>Total Income</b>		<b>2,96,17,599</b>	<b>3,04,07,381</b>
<b>EXPENSES</b>			
Employee Benefits Expense	19	42,04,488	-
Finance Costs	20	-	16,03,125
Depreciation / amortisation	9	12,83,944	1,78,560
Less: Depreciation written back		(2,90,250)	-
		9,93,694	1,78,560
Other Expenses	21	2,13,36,634	1,24,08,091
		<b>2,65,34,816</b>	<b>1,41,89,776</b>
Profit before tax		<b>30,82,783</b>	<b>1,62,17,605</b>
<u>Tax Expenses:</u>			
a) Current Tax (including adjustment for earlier years)		(5,76,000)	(60,04,000)
b) Deferred Tax		(10,59,030)	13,336
Profit after tax		<b>14,47,753</b>	<b>1,02,26,941</b>
Basic & Diluted Earnings per share of Rs. 10 each	22	5.91	41.74

Significant accounting policies  
(Notes forms an Integral part of accounts)

1

**For Nisar & Kumar**  
Chartered Accountants  
Firm Regn. No. 127820 W

**For and on behalf of the Board**

**K. M. Mahadik**  
Partner  
M. No. 48453  
Place: Mumbai  
Date: May 30, 2015

**Usha Iyengar**  
Director  
Place: Mumbai  
Date: May 30, 2015

**Nitin Chamaria**  
Director

**FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING & FINANCE LIMITED)****Consolidated Cash Flow Statement for the year ended March 31, 2015**

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
	Rs.	Rs.
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before taxation	30,82,783	1,62,17,605
Adjustments for :		
Contingent Provisions against Standard Assets / (written back)	(1,99,735)	1,88,790
Provision for doubtful advances	6,98,309	-
Provision for depreciation in investments / (write back)	-	(5,00,000)
Depreciation / amortisation	9,93,694	1,78,560
Interest on investments / deposits with bank	(5,62,270)	(1,32,186)
<b>Operating Profit before working Capital Changes</b>	<b>40,12,781</b>	<b>1,59,52,769</b>
Adjustment for :		
(Increase)/Decrease in Receivables	7,51,51,149	(7,57,89,011)
Increase/(Decrease) in Payables	(12,89,498)	21,38,981
<b>Cash (used in) / generated from operations</b>	<b>7,78,74,432</b>	<b>(5,76,97,261)</b>
Taxes on income paid	(75,59,575)	(55,75,536)
<b>Net Cash (used in) / Generated From Operating Activities</b>	<b>7,03,14,857</b>	<b>(6,32,72,797)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest received on deposits with bank	5,62,267	1,32,186
Fixed assets purchased (including changes in capital work in-progress)	(1,15,80,044)	(16,01,521)
Proceeds from sale / redemption of Investments	-	5,00,000
<b>Net Cash used in Investing Activities</b>	<b>(1,10,17,777)</b>	<b>(9,69,335)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend paid (including dividend tax)	(2,31,422)	(2,84,746)
Share application money received / (refunded)	(6,00,00,000)	5,00,00,000
<b>Net Cash (Used in) / generated from Financing Activities</b>	<b>(6,02,31,422)</b>	<b>4,97,15,254</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(9,34,342)</b>	<b>(1,45,26,878)</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>23,23,272</b>	<b>1,73,38,683</b>
<b>Less: Cash and Cash equivalents of former subsidiary at the beginning</b>	-	(4,88,533)
<b>Cash and Cash equivalents at the end of the year</b>	<b>13,88,930</b>	<b>23,23,272</b>

**Note:** Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard -3 "Cash Flow Statements "

As per our report of even date

**For Nisar & Kumar**  
Chartered Accountants  
Firm Regn. No. 127820 W

**For and on behalf of the Board**

**K. M. Mahadik**  
Partner  
M. No. 48453  
Place: Mumbai  
Date: May 30, 2015

**Usha Iyengar**  
Director  
Place: Mumbai  
Date: May 30, 2015

**Nitin Chamaria**  
Director

**FRONTIER CAPITAL LIMITED (FORMERLY FRONTIER LEASING & FINANCE LIMITED)****Significant Accounting Policies and Notes forming part of Consolidated Accounts for the year ended March 31, 2015****1 Significant Accounting Policies**

The Financial statements have been prepared on accrual basis and in accordance with applicable accounting standards. A summary of the important accounting policies, which have been applied is set out below:

**1.1 Basis of Accounting:**

The financial statements are prepared in accordance with the historical cost convention. Further the Company follows prudential norms for Income Recognition and provisioning for Non-performing Assets as prescribed in the directions issued by the Reserve Bank of India in terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

**1.2. Basis of consolidation:**

a) The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries on line by line basis by adding together like items of assets, liabilities, Income and expenses by using uniform accounting policies. The difference between the cost of investment and the Company's portion of equity in subsidiaries, at the date of Investment, is treated as goodwill or capital reserve as a case may be. The interest of minority shareholders is stated at the minority's proportion of the assets and liabilities recognised.

b) All significant transactions and balances between the company and subsidiaries are eliminated on consolidation.

**1.3 Fixed Assets:**

Fixed Assets are recorded at cost inclusive of all incidental cost of acquisition and other incidental costs.

**1.4 Depreciation / Amortisation:**

Depreciation on tangible assets is provided on Straight Line Method based on the useful life of assets prescribed under the Schedule II of the Companies Act, 2013 on pro rata basis from the date of addition / upto the date of deletion.

Intangible Assets (other than Goodwill on Amalgamation) consisting Softwares are amortised over the period of three years.

**1.5 Capital-Work-In Progress:**

The expenditure in connection with the assets under acquisition / construction are treated as Capital Work-In-Progress till the date of capitalisation thereof.

**1.6 Receivables under Financing Activities**

The receivables under financing activities includes Stock on Hire (i.e. total receivables comprising of total value of hire purchase instalments falling due after end of the accounting year net of Finance charges receivable on balance instalments), Trade Receivables (hire purchase instalments due), Loans given, Bills Discounted (net of unmatured discount charges). The receivables under financing activities are further classified into non-current portion and current portion based on tenure thereof.

**1.7 Revenue Recognition:**

i) In respect of Finance Charges on Hire Purchase agreements, Income is accounted by applying implicit rate of return in the transaction on the declining balance of the amount financed for the period of the agreement.

ii) Interest and discounting charges income are recognised on time accrual basis.

iii) No income is recognised in respect of non-performing assets as specified in the directions issued by the Reserve Bank of India in terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

**1.8 Taxation:**

The provision for current tax, if any, is computed in accordance with the relevant tax regulations. Deferred Tax is recognised on timing difference between accounting and taxable income for the year by applying applicable tax rates as per Accounting Standard-22 on "Accounting for Taxes on Income". Deferred Tax Assets is recognised wherever there is reasonable certainty that future taxable income will be available against which such Deferred Tax Assets can be realised.

**1.9 Provisions and Contingent Liabilities:**

Provisions are recognised in the accounts for present probable obligations arising out of past events that require outflow of resources, the amount of which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company, unless likelihood of an outflow of resources is remote. Contingent assets are not recognised in the accounts, unless there is virtual certainty as to its realisation.

**2 Share Capital****Authorised**

5,000,000 (P.Y. 10,000,000) Equity Shares of Rs. 10 each  
200,000 (P.Y.100,000) Non-Convertible Redeemable Preference Shares of Rs. 1,000 each

**Issued, Subscribed and Fully Paid-up**

245,000 (P.Y. 245,000) Equity Shares of Rs.  
140,000 (P.Y. Nil) 0.01% Non-Convertible Redeemable Preference Shares of Rs. 1,000 each

As at March 31, 2015	As at March 31, 2014
Rs.	Rs.
5,00,00,000	10,00,00,000
20,00,00,000	10,00,00,000
<b>25,00,00,000</b>	<b>20,00,00,000</b>
24,50,000	24,50,000
14,00,00,000	-
<b>14,24,50,000</b>	<b>24,50,000</b>

**Notes:****a. Reconciliation of number of shares and amount outstanding at the beginning and at the end:**

	As at March 31, 2015		As at March 31, 2014	
	Numbers	Rs.	Numbers	Rs.
<b>Equity shares</b>				
Balance at the beginning of the year	2,45,000	24,50,000	2,45,000	24,50,000
Add: Issued / (bought back) during the year	-	-	-	-
Balance at the end of the year	2,45,000	24,50,000	2,45,000	24,50,000
<b>Preference shares</b>				
Balance at the beginning of the year	-	-	-	-
Add: Issued / (bought back) during the year	1,40,000	14,00,00,000	-	-
Balance at the end of the year	1,40,000	14,00,00,000	-	-

**b. The details of shares held by the holding company:**

	As at March 31, 2015		As at March 31, 2014	
	Numbers	Rs.	Numbers	Rs.
<b>Equity shares</b>				
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	17,66,100

**c. The details of shareholders holding more than 5% shares:**

	As at March 31, 2015		As at March 31, 2014	
	Numbers	Rs.	Numbers	Rs.
<b>Equity shares</b>				
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	17,66,100
Mr.Anirudh Bhuwalka	16,900	1,69,000	-	-

d. Rights, preferences and restrictions attached to shares: The company has one class of equity shares of face vale of Rs.10 each. Every shareholder is entitled to one vote for every shares held. In the event of liquidation the equity shareholders shall be entitled to receive remaining assets of the company after distribution of all dues in proportion of their holdings.

e. In preceding five years the company has not allotted any shares for consideration other than cash / bonus shares / bought back any shares.

f. 0.01% Non-Convertible Redeemable Preference Shares of Rs. 1,000 each will be redeemed after 5 years but before 10 years from the date of allotment (i.e. 12,000 preference shares allotted on January 29, 2015, 12,000 preference shares allotted on February 6, 2015 and 116,000 preference shares allotted on March 13, 2015).

**3 Reserves and Surplus**Surplus in statement of Profit and Loss

Balance at the beginning of the year  
Add: Reversal of Loss comprised in the balance at the beginning pertaining to a company ceased to be a  
Add: Profit for the year  
Add: Transitional Depreciation Adjustment Reserve Account  
Less: Proposed Dividend  
Less: Provision for corporate dividend tax on proposed dividend  
Less: Transfer to Statutory Reserve  
Balance at the end of the year

General Reserve

Balance as per last balance sheet

Statutory Reserve

Balance at the beginning of the year  
Add: Transfer from Surplus in statement of profit and loss  
Balance at the end of the year

As at March 31, 2015	As at March 31, 2014
Rs.	Rs.
3,04,85,113	1,68,41,594
-	57,55,271
14,47,753	1,02,26,941
(8,280)	-
(2,45,986)	(2,45,000)
(50,077)	(41,638)
(2,93,843)	(20,52,055)
3,13,34,680	3,04,85,113
11,85,650	11,85,650
78,59,077	58,07,022
2,93,843	20,52,055
81,52,920	78,59,077
<b>4,06,73,250</b>	<b>3,95,29,840</b>



**4 Share Application Money Pending Allotment**

During the year the company has refunded Share Application Money to the extent of Rs.60,000,000 and against balance share application money of Rs. 140,000,000, the company has issued and allotted 140,000 0.01% Non-Convertible Redeemable Preference Shares of Rs. 1,000 each.

	As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
<b>5 Long Term Provisions</b>		
Contingent Provisions against Standard Assets	2,242	1,39,220
	<b>2,242</b>	<b>1,39,220</b>
<b>6 Trade Payables</b>		
Trade Payables	11,86,970	18,11,179
	<b>11,86,970</b>	<b>18,11,179</b>
<b>7 Other Current Liabilities</b>		
Statutory liabilities	1,13,721	3,28,264
Advances from others	51,578	5,17,324
Unclaimed / unpaid dividend	20,070	4,600
	<b>1,85,369</b>	<b>8,50,188</b>
<b>8 Short Term Provisions</b>		
Provision for income tax (net of taxes paid)	-	45,57,427
Proposed dividend	2,45,986	2,45,000
Corporate dividend tax	91,715	43,530
Contingent Provisions against Standard Assets	3,99,398	4,62,155
	<b>7,37,099</b>	<b>53,08,112</b>
<b>10 Deferred Tax Asset / (Liability) (net)</b>	As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
<u>Timing difference on account of depreciation</u>		
Balance at the beginning of the year	77,052	63,716
Deferred tax credit / charge for the year	-10,59,030	13,336
Balance at the end of the year	<b>-9,81,978</b>	<b>77,052</b>
<b>11 Long Term Portion of Receivables under Financing Activities</b>		
(Unsecured, considered good)		
Loans to others	-	18,73,863
Inter Corporate Loans	-	5,00,00,000
Stock on hire purchase (net of unmatured finance charges)	8,96,737	38,14,264
	<b>8,96,737</b>	<b>5,56,88,127</b>
<b>12 Long term loans and advances</b>		
(Unsecured, considered good)		
Tax deducted at source / Income Tax refundable	37,11,452	12,85,304
	<b>37,11,452</b>	<b>12,85,304</b>
<b>13 Cash and Cash equivalents</b>		
Cash on hand	9,104	10,685
Balances with Banks in current accounts	11,29,816	21,08,087
Balance with Bank in current accounts (Dividend account) including uncleared dividend drafts	34,101	4,500
Balances with Banks in deposit account	2,15,909	2,00,000
	<b>13,88,930</b>	<b>23,23,272</b>

**14 Short Term Portion of Receivables under Financing Activities**

(Unsecured, considered good)		
Loans to others	-	5,39,139
Inter Corporate Loans to Related Parties	14,00,47,803	70,00,000
Stock on hire purchase (net of unmatured finance charges)	29,40,847	4,02,85,219
Bills discounted	-	11,78,78,606
<u>Trade receivables</u>		
Debts outstanding for period exceeding six months	-	-
Other debts	1,67,70,580	1,46,06,707

<b>15,97,59,230</b>	<b>18,03,09,671</b>
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**15 Short term loans and advances**

(Unsecured, Considered Good)		
Advances to related parties	1,129	22,38,229
Advances to vendors / others	22,38,229	6,98,309
Prepaid expenses	34,490	13,779
(Unsecured, Considered doubtful)		
Advances to related parties	6,98,309	-
Less: Provision for doubtful advances	(6,98,309)	-

<b>22,73,848</b>	<b>29,50,317</b>
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**16 Other Current Assets**

Interest receivable on Loans / deposits	55,19,087	53,65,242
	<b>55,19,087</b>	<b>53,65,242</b>

For Year ended March 31, 2015	For Year ended March 31, 2014
Rs.	Rs.

**17 Revenue from operations**

Finance Charges on Hire Purchase	30,54,006	88,49,670
Interest on Other Loans	76,92,874	42,75,108
Bill Discounting Charges	1,47,42,567	1,27,67,099
Loan Processing Fees	-	20,000
Penal Interest	33,66,147	38,63,318

<b>2,88,55,594</b>	<b>2,97,75,195</b>
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**18 Other Income**

Interest on investments / deposits with bank	5,62,270	1,32,186
Excess provision for contingency written back	1,99,735	-
Provision for depreciation in investments written back	-	5,00,000

<b>7,62,005</b>	<b>6,32,186</b>
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**19 Employee Benefits Expense**

Salary and Incentives	42,04,488	-
	<b>42,04,488</b>	<b>-</b>

**20 Finance Costs**

Interest on intercorporate deposits	-	16,03,125
	<b>-</b>	<b>16,03,125</b>

**21 Other Expenses**

Office Expenses	9,04,472	5,96,906
Listing & Custodial Fees	1,25,775	62,087
Legal & Professional Fees	1,20,07,900	29,19,244
Infrastructure & Network Access fees	56,05,485	-
Stamp duty & Filing fees	1,93,868	15,10,355
Directors sitting fees	1,46,068	69,102
Printing & Stationary	68,470	51,221
Travelling and conveyance expenses	9,20,486	10,27,515
Membership & Subscriptions	42,042	19,101
Advertisement Expenses	1,46,257	90,958
<u>Auditors' Remuneration</u>		
Audit Fees	1,79,776	1,79,776
Fees for consolidated accounts	56,180	56,180
Certification fees	28,090	42,136

Support Service Charges	-	55,30,191
Bank charges	3,882	3,079
Interest on delayed payment of taxes and penalty charges	2,09,574	39,350
Provision for doubtful advances	6,98,309	-
Preliminary expenses written off	-	22,100
Contingent Provisions against Standard Assets	-	1,88,790
	<b>2,13,36,634</b>	<b>1,24,08,091</b>

**22 Earning per Share:**

There are no potential equity shares and hence the basic and diluted earnings per share are same. The calculation of the basic and diluted earnings per share is based on following data.

	March 31, 2015	March 31, 2014
Earnings [Net profit for the year after tax (Rs.)]	14,47,753	1,02,26,941
Weighted average number of equity shares for the purpose of calculating earnings per share	2,45,000	2,45,000
Basic & Diluted Earnings per share of face value of Rs.10 each (Rs.)	5.91	41.74

**23 Related Party Disclosures :**

a) Related parties where control exists:

i. Holding Company:

Inimitable Capital Finance Pvt Ltd

ii. Individual indirectly owning an interest in the voting power that gives control:

Mr. Anirudh Bhuwalka (w.e.f. June 23, 2014), Mr. Anshuman Ruia (upto June 22,2014)

iii. Key Management Personnel:

Mr. Sandeep Soni (Executive / Whole Time Director upto 28.10.2014), Ms. Neha Sanghvi (Company Secretary upto 16.03.2015)

b) Other related parties, where there have been transactions:

Enterprises controlled or significantly influenced by individual or relatives:

Upto June 22, 2014

Essar Capital Ltd, Futura Travels Ltd, Essar Infrastructure Services Ltd

With effect from June 23, 2014

AMW Auto Components Ltd, AMW Holdings Ltd, AMW Finance Ltd, AMW Motors Ltd, Frontier Steel Components Ltd, Tranztar Commercial Vehicle Applications Ltd, Alankar Niketan Pvt Ltd, Uniq Pier Tech Solutions Pvt Ltd

c) Transactions with related parties are summarised as under:

Particulars	Holding Company	Key Management Personnel	Enterprises controlled or significantly influenced by individual or relatives	Total March 31, 2015
	Rs.	Rs.	Rs.	Rs.
<b>Advances Given</b> (Inimitable Capital Finance Pvt Ltd)	1,129			1,129
	(-)			(-)
<b>Refund of share application money</b> (Inimitable Capital Finance Pvt Ltd)	6,00,00,000			6,00,00,000
	(-)			(-)
<b>Travelling Expenses</b>			45,114	45,114
Futura Travels Ltd			-18,297	(18,297)
			-	
Essar Infrastructure Services Ltd			-18,297	
			45,114	
			-	
<b>Intercorporate Deposits given</b>			24,23,00,000	24,23,00,000
AMW Auto Components Ltd			(-)	(-)
			5,50,00,000	
AMW Motors Ltd			(-)	
			14,48,00,000	
Frontier Steel Components Ltd			(-)	
			2,50,00,000	
Tranztar Commercial Vehicle Applications Ltd			(-)	
			50,00,000	
Alankar Niketan Pvt Ltd			(-)	
			1,00,00,000	
Uniq Pier Tech Solutions Pvt Ltd			(-)	
			25,00,000	
			(-)	

<b><u>Refund of Intercompany Deposits given</u></b>			<b>15,20,76,255</b>	<b>15,20,76,255</b>
			(-)	(-)
Alankar Niketan Pvt Ltd			30,00,000	
			(-)	
AMW Motors Ltd			9,20,76,255	
			(-)	
AMW Holdings Ltd			5,70,00,000	
			(-)	
<b><u>Interest received</u></b>			<b>86,65,572</b>	<b>86,65,572</b>
			(-)	(-)
AMW Auto Components Ltd			18,38,639	
			(-)	
AMW Motors Ltd			30,28,590	
			(-)	
Frontier Steel Components Ltd			3,02,740	
			(-)	
Tranztar Commercial Vehicle Applications Ltd			22,192	
			(-)	
Alankar Niketan Pvt Ltd			73,151	
			(-)	
Uniq Pier Tech Solutions Pvt Ltd			87,329	
			(-)	
AMW Holdings Ltd			33,12,931	
			(-)	
<b><u>Bill Discounting income</u></b>			<b>1,47,42,567</b>	<b>1,47,42,567</b>
			(-)	(-)
AMW Auto Components Ltd			1,42,23,722	
			(-)	
Tranztar Commercial Vehicle Applications Ltd			5,18,845	
			(-)	
<b><u>Provision for doubtful advances</u></b> (AMW Finance Ltd)			<b>6,98,309</b>	<b>6,98,309</b>
			(-)	(-)
<b><u>Remuneration / Professional fees</u></b>		<b>19,53,368</b>		<b>19,53,368</b>
		(-)		(-)
Sandeep Soni (professional fees capitalised)		15,00,000		
		(-)		
Neha Sanghvi		4,53,368		
		(-)		
<b><u>Infrastructure &amp; Network Access fees</u></b> (AMW Motors Ltd)			<b>56,05,485</b>	<b>56,05,485</b>
			(-)	(-)
<b><u>Issue &amp; Allotment of shares</u></b> (Inimitable Capital Finance Pvt Ltd)	<b>14,00,00,000</b>			<b>14,00,00,000</b>
	(-)			(-)
<b><u>Share application money received</u></b> (Inimitable Capital Finance Pvt Ltd)	-			-
	-5,00,00,000			(5,00,00,000)

d) Balances outstanding at the end of the year:

<b>Debit balances</b>	<b>1,129</b>		<b>14,44,46,730</b>	<b>14,44,47,859</b>
			(22,38,229)	(22,38,229)
<b>Credit balances</b>	-			-
	(20,00,00,000)			(20,00,00,000)

**Notes:**

a. The names of the related parties are disclosed under each nature of transaction where the transaction with single party is 10% or more of relevant nature of transactions.

b. The figures in bracket pertains to previous year

**24** The company has single business segment of Financing Activities and Geographical location in India.

**25** Expenditure in foreign currency - Travelling expenses (included in Capital Work-In-Progress / Software) Rs. 4,158,969 (P.Y.Rs. 52,638).

**26** The company does not have any dues to micro, small and medium enterprises.

**27** The company does not have any commitment or contingent liability.

**28** These consolidated financial statements include financials of 100% subsidiary of the company viz. Frontier Digital Technologies Private Limited whose financial year ended on March 31, 2015.

**29** The contingent liability in respect of Income Tax demand pending rectification before Assistant Commissioner of Income tax, Mumbai - Rs.99,302,950 (P. Y. Nil)

**30** The Contingent Provision is being made at 0.25% against its standard assets related to financing activities in accordance with the requirement of Notification No. DNBS.222/ CGM (US)-2011 dated 17.01.2011 issued by the Reserve Bank of India (RBI) . The amount of provision on standard assets is shown separately as "Contingent Provision against Standard Assets" under "Provisions" in the Balance Sheet.



5 Borrower group-wise classification of assets financed as in (2) and (3) above :			
Category	Amount net of provisions (Rs.)		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	14,00,47,803	14,00,47,803
(c) Other related parties	-	-	-
2. Other than related parties	-	2,06,08,164	2,06,08,164
Total	-	16,06,55,967	16,06,55,967

  

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
Total	-	-	-

32 During the year the company has changed policy of providing depreciation from written down value method to straight line method in order to provide for depreciation at the remaining useful life of the assets specified in Schedule II of the Companies Act, 2013. Accordingly, the Company has recognized reduction in depreciation of Rs.290,250 in the statement of profit and loss for the year. Had the Company continued to use the earlier method of depreciation, the depreciation charge for the current year would have been higher by Rs. 237,612.

33 The employees of the company have not opted for provident fund benefits. Further the employees have left during the year or subsequently, who were in service with the company for less than five years were not entitled for retirement benefits like Gratuity and Compensated Absences. Accordingly, during the year the company has not made any provision for Gratuity and Compensated Absences.

34 Previous year figures have been rearranged / regrouped wherever necessary.

As per our report of even date

**For Nisar & Kumar**

Chartered Accountants  
Firm Regn. No. 127820 W

**For and on behalf of the Board**

**K. M. Mahadik**

Partner

M. No. 48453

Place: Mumbai

Date: May 30, 2015

**Usha Iyengar**

Director

Place: Mumbai

Date: May 30, 2015

**Nitin Chamaria**

Director



**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1	Name of the subsidiary	<b>Frontier Digital Technologies Pvt Limited</b>
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 <sup>st</sup> March 2015
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR RUPEES
4	Share capital	1,00,000
5	Reserves & surplus	(54,799)
6	Total assets	1,00,000
7	Total Liabilities	54,799
8	Investments	-
9	Turnover	-
10	Profit before taxation	(21,463)
11	Provision for taxation	(21,463)
12	Profit after taxation	(21,463)
13	Proposed Dividend	N A
14	% of shareholding	99.90%

**Notes: 1. There are no subsidiaries which are yet to commence operations.**

**2. There are no such subsidiaries which have been liquidated or sold during the year .**

**Part B: Not Applicable**

**For and on behalf of the board**

**Mr. Nitin Chamaria (Director)**

**Mrs. Usha Iyengar (Director)**

Date: 30<sup>th</sup> May, 2015

Place: Mumbai







**FRONTIER CAPITAL LIMITED  
(Formerly Frontier Leasing & Finance Limited)**

Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai – 400 070.  
Tel.: +91 22 33826248 /6259| Fax: +91 22 33826123| Visit us at: [www.fflindia.com](http://www.fflindia.com)  
CIN: L65990MH1984PLC033128

**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]**

**31<sup>st</sup> ANNUAL GENERAL MEETING – 25th SEPTEMBER, 2015**

Name of the Member : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
Email : \_\_\_\_\_  
Folio No./ DP Id Client Id : \_\_\_\_\_

**I/We, being the member(s) of \_\_\_\_\_ shares of Frontier Capital Limited, hereby appoint;**

**1 . Name** : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Signature : \_\_\_\_\_

**or Failing him/her**

**2 . Name** : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Signature : \_\_\_\_\_

**or Failing him/her**

**3 . Name** : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Friday, the 25th September, 2015 at 11.00 am at Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai – 400 070 and at any adjournment thereof in respect of such resolutions.

**Signed this ..... day of ..... 2015**

.....  
**Signature of the member**

Affix One Rupee  
Revenue Stamp

**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.**

**FRONTIER CAPITAL LIMITED  
(Formerly Frontier Leasing & Finance Limited)**

Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West),  
Mumbai – 400 070.

Tel.: +91 22 33826248 /6259| Fax: +91 22 33826123| Visit us at: www.flfindia.com  
CIN: L65990MH1984PLC033128

**ATTENDANCE SLIP  
31<sup>st</sup> ANNUAL GENERAL MEETING**

DP ID – Client ID/ Folio No.	
Name & Address of Sole Member	
Name of Joint Holder(s), If any (In Block Letters)	
No. of shares held	

I certify that I am a member / proxy of the Company.

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Friday , 25<sup>th</sup> September, 2015 at 11.00 a.m. at Peninsula Technopark,Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West),Mumbai – 400 070

\_\_\_\_\_  
Member's/Proxy's Signature