

28th October, 2014

To,
Bombay Stock Exchange Limited (BSE)
The Corporate Relationship Dept.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Sub:- Submission of Revised Annual Report Frontier Leasing and Finance Limited (2014)
Ref:- Your email dated 20th October, 2014
Scrip Code: 508980

Dear Sir/Madam,

With reference to the captioned subject, please find below the changes/corrections made in the Revised Annual Report for FLFL (FY 2013-14).

1. Item No. 9:- (Page No. 8)

Issue of Non-Convertible Redeemable Preference Shares (NCRPS) on Private Placement Basis

Approval for Issue of NCRPS was taken for "Rs. 20 Crore" in the AGM, however by an error; the same was printed as "Rs. 25 Crore". The same has been rectified in the enclosed Annual Report.

2. Explanatory Statement to Agenda No. 9 (Page No. 18)

The following explanatory statement was missing in the printed/soft copy version of the Annual Report

"Item no. 9

In order to strengthen the net worth and the long-term resource base of the Company, including meeting the working capital requirements, it is proposed to issues Non Convertible Redeemable Preference Shares upto a sum of Rs. 20 Crores on preferential basis to various entities/persons including Promoters / Promoter Group & Associates, whether or not they are member(s) of the Company, on mutually agreed terms and conditions.

The details as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, are given here-in-below:

(a)The size of the issue and number of preference shares to be issued and nominal value of each share:

Size of the issue:- Non Convertible Redeemable Preference Shares of a sum upto Rs. 20 Crores
Number of Preference Shares:- 2,00,000 Non Convertible Redeemable Preference Shares
Nominal Value of Each Share:- Rs. 1000/-

Frontier Leasing & Finance Limited
7th Floor, Tower 1, Equinox Business Park,
Peninsula Techno Park, LBS Marg, Kurla (West),
Mumbai - 400070
CIN:L65990MH1984PLC033128



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(b) The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible:

This issue is for issue of Non-Cumulative Non-Participating Non-Convertible Preference Shares.

(c) The objectives of the issue:

To increase the capital base of the Company.

(d) The manner of issue of shares:

The proposed issue of Non Convertible Redeemable Preference Shares would be made on preferential basis.

(e) The price at which such shares are proposed to be issued:

The Non Convertible Redeemable Preference Shares of Rs. 1000/- each shall be allotted for cash at par or premium, as may be determined by the Board of Directors of the Company.

(f) The basis on which the price has been arrived at:

As per valuation report received from the Statutory Auditors of the Company.

(g) The terms of issue, including terms and rate of dividend on each share, etc.:

Non-Convertible Redeemable Preference Shares of Rs. 1,000/- each shall be issued at par or premium as may be determined by the Board of Directors of the Company with dividend rate of 0.010 % p.a.

(h) The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

The Non Convertible Redeemable Preference Shares shall be redeemable at par at any time after a period of five years from the date of allotment, but not later than 10 years from the date of allotment, as may be determined by the Company.

(i) The manner and modes of redemption:

The Non Convertible Redeemable Preference Shares shall be redeemed at any time after a period of five years from the date of allotment, but not later than 10 years from the date of allotment, as may be determined by the Company either out of profits available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption, or from both.

(j) The current shareholding pattern of the company:

Shareholding pattern of the Equity Shares of Rs. 10/- each of the Company as on 14th August, 2014:

Category of Shareholders	Shareholding	
	No. of Equity Shares	%
Promoter and Promoter Group	1,93,510	78.98%
Public	51,490	21.02%
Total	2,45,000	100.00%



(k) The expected dilution in equity share capital upon conversion of preference shares.

The present issue is of Non-Convertible Redeemable Preference Shares, hence there would be no dilution in the equity share capital of the Company.

As per provisions of Section 42 and 55 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, a Company can issue preference shares on preferential basis with the approval of the shareholders of the Company by passing a Special Resolution.

Accordingly, your approval is sought for the Special Resolution as set out at item no. 9 of the Notice.

None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolution."

For your ready reference, please find enclosed Revised Annual Report Final Copy for FLFL (FY 2013-14) and Form "A" as on 31st March, 2014 for your reference. Kindly note that the original Form 'A' has already been submitted on 22nd August, 2014.

Kindly note that the soft copy (PDF version) has been sent to the following email id's. Kindly acknowledge the receipt.

rakesh.parekh@bseindia.com
corp.relations@bseindia.com

Thank you.

For Frontier Leasing and Finance Limited


Neha Sanghvi
Company Secretary
ACS:- A33155



FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

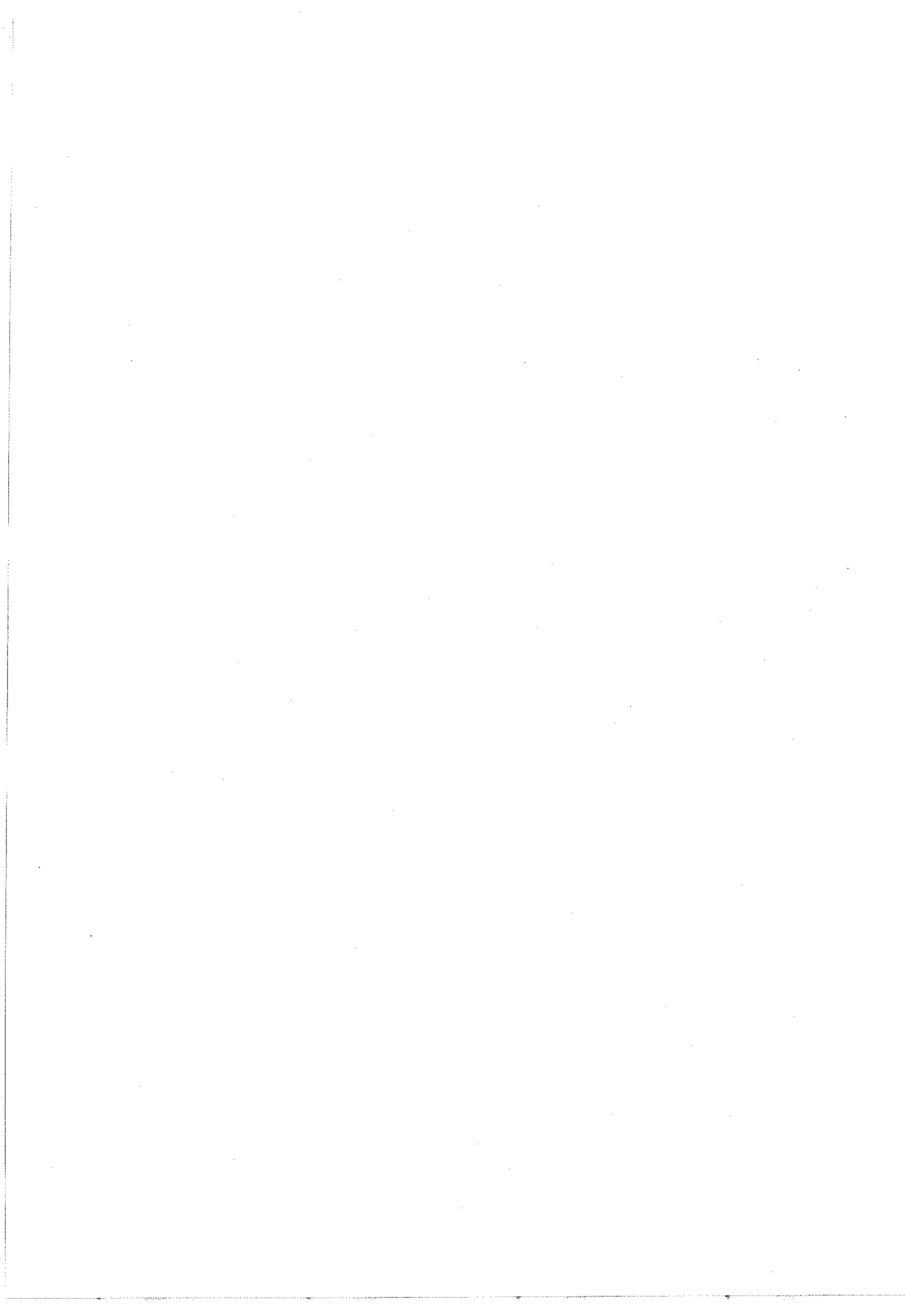
1. Name of the company	Frontier Leasing & Finance Limited
2. Annual financial statements for the year ended	31.03.2014.
3. Type of Audit observation	Un-qualified
4. Frequency of observation	N.A
5. To be signed by- <ul style="list-style-type: none"> • CEO/Managing Director • Auditor of the Company 	<p>Sandeep Soni (Director)</p> <p>For NISAR & KUMAR Chartered Accountants</p> <p><i>Mahadik</i></p> <p>Partner 22/08/2014</p> <p>K M Mahadik (Auditor)</p>

Annual Report 2013-2014

Frontier Leasing & Finance Limited

BSE: 508980

CIN:- L65990MH1984PLC033128



30th Annual Report 2013-14

Board of Directors	:	Mr. V.G Raghavan Mr. Sandeep Soni Mr. Rajesh Kathuria
Company Secretary	:	Ms. Neha Sanghavi
Statutory Auditors	:	Nisar & Kumar Chartered Accountants, 1305, Arcadia Building, Next to Earnest House, NCPA Marg, Nariman Point Mumbai- 400 021
Registered Office	:	Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai – 400 070. Tel.: +91 22 33826222 /6259 Fax: +91 22 33826123 Visit us at: www.fflindia.com
Registrar & Transfer Agent	:	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: investor@sharexindia.com

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NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the members of Frontier Leasing & Finance Limited will be held on Monday, 15th September 2014 at 11.00 am at the registered office of the Company at 7th Floor, Tower 1, Equinox Business Park, Peninsula Techno Park, Off Bandra Kurla Complex, LBS Marg, Kurla (West), 400070, Mumbai to transact the following business:

ORDINARY BUSINESS:-**1. Adoption of Accounts**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014 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.

2. Declaration of Dividend

To declare dividend on the Ordinary (Equity) Shares for the financial year ended March 31, 2014.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sandeep Soni (DIN: 00478088), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

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

To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s. Nisar & Kumar, (Firm Registration No. 127820W), Chartered Accountants, Mumbai be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:-**5. Appointment of Mr. Sandeep Soni as Whole time Director, designated as Executive Director**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and all other applicable provisions, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the appointment of Mr. Sandeep Soni (DIN: 00478088) as Whole-time Director of the Company designated as Executive Director for a period of three (3) years with effect from 1st April, 2014 till 31st March 2017 on the following terms and conditions be and is hereby approved::

Salary : Rs.3,00,000/- per month

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company

(hereinafter referred to as 'Board' which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the salary payable to Mr. Sandeep Soni, Executive Director (hereinafter referred to as "the appointee") as may deem appropriate from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisites and other allowances and benefits as specified above subject to the limits as prescribed in Schedule V of the Act and receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. Appointment of Mr. V.G Raghavan, as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V.G Raghavan (DIN: 00008683),

Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation."

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. V.G Raghavan be paid such fees and remuneration and profit related commission as the Board may approve and subject to such limits, prescribed or as may be prescribed from time to time."

7. Appointment of Mr. Rajesh Kathuria, as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajesh Kathuria (DIN: 01096351), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in

section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company to hold office as such upto 31st March 2019, who shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Kathuria be paid such fees and remuneration and profit related commission as the Board may approve and subject to such limits, prescribed or as may be prescribed from time to time.”

8. Increase and Re - Classification of Authorised Share Capital Of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and applicable provisions of Memorandum and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby altered as follows:

- (a) the existing Authorized Share Capital of Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- (Rupees Ten) and 1,00,000 (One Lakh) Non-Convertible Redeemable Preference shares of Rs. 1,000/- (Rupees One Thousand) each be and is hereby reclassified as Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 50,00,000

(Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten) and 1,50,000 (One Lakh Fifty Thousand) Non-Convertible Redeemable Preference shares of Rs. 1,000/- (One Thousand) each; and

- (b) increased from Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten) and 1,50,000 (One Lakh Fifty Thousand) Non-Convertible Redeemable Preference shares of Rs. 1,000/- (Rupees One Thousand) each to Rs.25,00,00,000/- (Rupees Twenty Five crore) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 2,00,000 (Two Lakhs) Preference Shares of Rs. 1,000/- (Rupees One Thousand) each by adding by 50,000 Non-Convertible Redeemable Preference shares of Rs. 1,000/- each, with the power to issue the new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital be and is hereby substituted with the following new Clause V:

- V. The Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five crore) divided into 50,00,000 (Fifty lakhs) Equity Shares of Rs.10 (Rupees Ten) each and 2,00,000 (Two Lacs) Non Convertible Redeemable Preference Shares of Rs.1,000/- (One Thousand) each, with the power to issue the new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary action for giving effect to the above resolutions and to do all acts and deeds as may be required from time to time in this regard.”

9. Issue of Non-Convertible Redeemable Preference Shares on Private Placement Basis

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

“RESOLVED THAT in accordance with the provisions of Sections 42 and 55 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time and the Memorandum and Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches such number of Preference Shares of the Company of the face value of Rs. 1,000/- each for an aggregate value not exceeding Rs. 20 Crore, as Non-Convertible Redeemable Preference Shares (“NCRPS”), for cash at par or at premium or at such price(s) on a private placement basis, to various entities/persons including Promoters / Promoter Group & Associates whether or not they are member(s) of the Company, with such rights and privileges and on such terms and conditions including but not limited as to the rate of dividend, redemption period, manner of redemption, amount of premium, if any, and to modify, alter and re-set all or any of the said terms from time to time as the Board at its absolute discretion deem appropriate and that such authority shall be continuing authority to the Board to make

such further issue(s) of Preference Shares within such limit on appropriate terms and conditions on any subsequent redemption of such and / or outstanding Preference Shares or any part thereof from time to time as may be considered fit and proper by the Board, so however that the total Preference Share Capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. Change of Name from “Frontier Leasing and Finance Limited” to “Frontier Capital Limited”

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai, Reserve Bank of India and any other authority as may be necessary, the consent of the Company be and is hereby accorded to change the name of the Company from **“Frontier Leasing & Finance Limited”** to **“Frontier Capital Limited.”**

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and

actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the new name be included in the Memorandum and Articles of Association of the Company, wherever the same appears.

11. Amendment to Memorandum of Association & Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013, the existing Clause I and V of the Memorandum of Association of the Company relating to the Name of the Company and the Authorised Share Capital respectively be amended and read as under:

- i. Existing Clause ‘T’ be deleted and be substituted in its place and stead with the following new clause:
 - I. The name of the Company is “FRONTIER CAPITAL LIMITED”
 - ii. The words “Frontier Leasing and Finance Limited” or any word including the word ‘FLFL’ used for reference to the name of the Company appearing elsewhere in the Memorandum of Association of the Company be replaced with the words “Frontier Capital Limited”
- V. The Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five crore) divided into 50,00,000 (Fifty lakhs) Equity Shares of Rs.10 (Rupees Ten) each and 2,00,00,000 (Two Crore) Non Convertible Redeemable Preference Shares of Rs.1000/-

each which shall rank pari passu with the existing equity and Non – Convertible Redeemable Preference shares in all respects with the power to issue the new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Ms. Neha Sanghavi Company Secretary be and is hereby authorised to take all necessary action for giving effect to the above resolution and file relevant forms with the Registrar of Companies, as required under the provisions of the Companies Act, 2013.”

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

“RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the existing Article 2 and 3 in the Articles of Association of the Company be and is hereby substituted with the following new Article 2 and 3:

Article (2)

- i. The definition of “The Company” contained in Article 2 be replaced with the following new definition.

“The Company” means Frontier Capital Limited.

- ii. The words “Frontier Leasing and Finance Limited” or any word including the word ‘FLFL’ used for reference to the name of the Company appearing elsewhere in the Articles of Association of the Company be replaced with the words “Frontier Capital Limited”

Article (3)

(3)The Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five crore) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10 (Rupees Ten) each and 2,00,000 (Two Lakhs) Non Convertible Redeemable Preference Shares of Rs.1,000/- (One Thousand) each, with the

power to issue the new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary action for giving effect to the above resolutions and to do all acts and deeds as may be required from time to time in this regard.”

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
5. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Sharex Dynamic (India) Private Limited having their Registered Office at Unit no.1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400072.
6. The 'Register of Members' and 'Share Transfer Books' of the Company shall remain closed from 10th September, 2014 to 15th September, 2014 (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 16th September, 2014 to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 9th September, 2014 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 9th September, 2014
9. Under 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 (final dividend) and thereafter to IEPF:

Financial Year Ended	Date of Declaration of Dividend	Last date for claiming unpaid/unclaimed dividend
31st March, 2012	28th September, 2012	05th November, 2019
31st March, 2013	20th September, 2013	28th October, 2020

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 2013-14 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 –

- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised 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 30th 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.
- II. Members are requested to note that the business maybe transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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 number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.

- (ix) Click on the EVSN No. 140814033 for "Frontier Leasing and Finance Limited"
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
 - 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 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.

In case of members receiving the physical copy:

- (xvi) 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.
 - B. The voting period begins on Monday 8th September, 2014 at 9.00 am (IST) and ends on Tuesday 9th September, 2014 at 6.00 pm (IST). 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 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(xvii) Physical Assent/Dissent Form for shareholders who do not have access to e-voting facility

1. In case the shareholders who do not have access to e-voting facility may convey their Assent / Dissent in Physical Assent / Dissent Form (Postage Pre-Paid, self-addressed Envelopes along with the Assent/Dissent Form has been enclosed with this Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company not later than the close of working hours (6.00 pm) on 9th September, 2014. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered, and vote casted through physical assent/dissent shall be treated as invalid.

2. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 14th August, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

(xviii) CS Manish Baldeva, Proprietor, M/s. Manish Baldeva & Co., Company Secretaries (Membership No. F6180) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xix) The Scrutinizer shall, within a period not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director/Authorised Officer of the Company.

(xx) The Result shall be declared on or after the AGM of the Company. The Result declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.flflindia.com and on the website of CDSL www.evotingindia.com within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

By Order of the Board
Neha Sanghavi
Company Secretary
Date: 11th August 2014

Registered Office:
7th Floor, Tower 1,
Equinox Business Park,
Peninsula Techno Park,
Off Bandra Kurla Complex,
LBS Marg, Kurla (West), 400070
CIN: L65990MH1984PLC033128
Email:- cs_legal@flflindia.com
Website: www.flflindia.com
Tel:- +91 22 33826222/6259

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. 5 to 11 of the accompanying Notice dated 11th August, 2014.

Item No. 5

Mr. Sandeep Soni was re-appointed as Director of the Company at the 28th Annual General Meeting of the members of the Company held on 28th September, 2012.

Considering the continuous guidance provided by Mr. Sandeep Soni, the Board of Directors of the Company pursuant to the approval of the Nomination and Remuneration Committee of the Company appointed Mr. Sandeep Soni as Whole-time Director designated as Executive Director of the Company for a period of three years w.e.f. 1st April 2014 till 31st March, 2017 on the terms and conditions and remuneration as set out in resolution no. 5 of the accompanying notice.

The appointment of Mr. Sandeep Soni as Whole-time Director is subject to the approval of the shareholders. The terms and conditions of his appointment are as follows:

1. Period of appointment

Three (3) years beginning from 01st April, 2014 and ending on 31st March, 2017

2. Details of remuneration:

Salary : Rs. 3,00,000/- per month.

Pursuant to sections 196, 197 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act, the appointment of and remuneration payable to Mr. Sandeep Soni is now being placed before the Members at the Annual General Meeting for their approval by way of Special Resolution.

(v) Foreign investments or collaborators, if any:

Not Applicable

Except Mr. Sandeep Soni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:**(i) Nature of Industry:**

The Company is, inter alia engaged in the business of Financing of Heavy Commercial Vehicles & Construction Equipment, Hire purchase, Inventory Finance, Bill Discounting, Factoring and related services.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 13th June, 1984 and started its Hire Purchase Financing Business in the year 2010 and the Bill discounting business in the year 2012

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2014

Particulars	Amount in Rs.
Gross Turnover and other income	3,04,07,381
Net Profit as per statement of Profit and Loss (After Tax)	1,02,60,277
Computation of Net Profit in accordance erstwhile Section 309(5) of the Companies Act, 1956	1,04,38,837
Net Worth	4,20,13,176

II. Information about the appointee:**Background details:-**

Mr. Sandeep Soni, Director of FLFL, holds a bachelor's degree in Electronics & Telecommunication Engineering and has done his MBA from Faculty of Management Studies, Delhi. He has Global operating and Management experience of 20 years in the financial services and consumer durables organizations in India and Overseas. He has worked as Managing Director for Consumer Finance division in Citigroup, leading sophisticated Banking/Financial services organizations with Balance sheet responsibility up to \$ 2.5 Billion.

He also has experience in international markets such as Russia & Indonesia. Mr Soni was also appointed as the Country Director – Thailand by Citigroup. He was also voted as the best CEO for Non – Banking Financial Institutions by Asian Banker in 2007 for the ASPAC region. Mr Soni also has considerable experience in the Asset Reconstruction space, Special Situations and M&A. He is a member of IAN (Indian Angel Network) and his interest span across –Consumer Technology, Value Investing among others

Job Profile and his suitability

The Executive Director is responsible for the operations and the affairs of the Company pertaining to his area. Taking into consideration his qualifications and expertise in relevant fields, the Executive Director is best suited for the responsibilities currently assigned to him by the Board of Directors.

Remuneration proposed:

Name of the Executive Director	Scale of Salary
Mr. Sandeep Soni	Rs. 3 lakhs per month

III. Other Information:**i. Reasons of loss or inadequate profits:**

As the remuneration of Mr. Sandeep Soni is in excess of 5% of the net profits, the net profit is inadequate.

Company had started its Bill Discounting segment and other profit making activities only in the year 2012 and is growing since then. However, owing to the given time period, slowdown in the economic activity, tight financing environment with high interest rate have been the few factors for the smaller Profit after tax ratio.

ii. Steps taken or proposed to be taken for improvement and**iii. Expected increase in productivity and profits in measurable terms:**

The Company would diversify its business and venture into new segments in the near future to increase the profitability and maximize the use of the capacity of all resources.

IV. Disclosures:

- The information and Disclosures of the remuneration package of the Whole-time Directors have been mentioned in the Annual Report.
- Mr. Sandeep Soni satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Sandeep Soni, nature of his expertise, name of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships among directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in this part of the Annual Report.

Item No. 6 and 7

As per section 149 of the Companies Act, 2013 ("the Act"), the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and no Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the Independent Directors.

Mr. V G Raghavan and Mr. Rajesh Kathuria are Independent Directors of the Company in terms of Clause 49 of the Listing Agreement who were inducted on the Board on 12th August, 2010 and 2nd April, 2013 respectively.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 11th August, 2014 has proposed the appointment of Mr. V G Raghavan and Mr. Rajesh Kathuria as Independent Directors, who shall hold office on the Board of the Company for a period as stated in the respective Resolutions.

The Company has received Notices in writing from a Member alongwith the deposit of the requisite amount under section 160 of the Act proposing the candidatures of Mr. V G Raghavan and Mr. Rajesh Kathuria for the office of Independent Directors of the Company. The Company has received declarations from each of the Independent Directors mentioned above that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

Further, the above Independent Directors are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent in writing to act as Directors of the Company. All the above mentioned Directors are persons of integrity and possess appropriate skills, experience, knowledge and qualifications in their respective fields which are beneficial to the interests of the Company.

In the opinion of the Board, the above mentioned Independent Directors fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules framed thereunder. These Directors are independent of the management.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company on all working days upto the date of AGM.

A brief resume of the above mentioned Directors, nature of their expertise in specific functional areas and names of the companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in this Annual Report Keeping in view the vast experience and knowledge which these Directors possess, the Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. The above Independent Directors are interested in the Resolutions as set out at Item Nos. 6 and 7 of the Notice to the extent of their respective appointments in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 and 7 of the Notice for the approval by the Members.

Mr. V G Raghavan and Mr. Rajesh Kathuria have been Independent Directors pursuant to Clause 49 of the Listing Agreement on the Board of the Company since 12th August, 2010, 08th August, 2013 and 2nd April, 2013 respectively.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in Section 149(6) of the Act and ensure that at least 1/3 of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. V G Raghavan and Mr. Rajesh Kathuria fulfill the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Directors pursuant to the provisions of Section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. V G Raghavan and Mr. Rajesh Kathuria are independent of the management of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. V G Raghavan and Mr. Rajesh Kathuria as Independent Directors. Accordingly, the Board recommends the resolution in relation to appointment of Mr. V G Raghavan and Mr. Rajesh Kathuria as an Independent Director pursuant to the provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. V G Raghavan and Mr. Rajesh Kathuria shall not be liable to retire by rotation. Except Mr. V G Raghavan and Mr. Rajesh Kathuria, being the appointees, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested; financially or otherwise, in the resolution set out at Item No.6 and 7.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 8

Re Classification and Increase in Authorised Share Capital

As the Company proposes to venture into different segments as part of diversification of business, the same would also require additional working capital in view of the increased ongoing product development activities. To part finance the proposed expansion and also to augment long

term working capital, the Company is required to issue further shares and increase its paid-up capital. The Company has at present an authorized capital of Rs.20,00,00,000/- (Rupees Twenty Crores) divided into 1,00,00,000 Equity shares of Rs. 10/- and 1,00,000 Non-Convertible Redeemable Preference shares (NCRPS) of Rs. 1,000 each and the paid up capital of the Company is Rs. 24, 50,000/- divided into 2,45,000 equity shares of Rs. 10/- each. Thus, considering the need for capital infusion, any further issue of capital may exceed the existing authorized and paid up capital. Therefore it is considered expedient to increase the authorized capital and the same is proposed to be increased to Rs. 25 crores. Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item No. 8 for your approval. None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolutions.

Item no. 9

In order to strengthen the net worth and the long-term resource base of the Company, including meeting the working capital requirements, it is proposed to issues Non Convertible Redeemable Preference Shares upto a sum of Rs. 20 Crores on preferential basis to various entities/persons including Promoters / Promoter Group & Associates, whether or not they are member(s) of the Company, on mutually agreed terms and conditions.

The details as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, are given here-in-below:

(a)The size of the issue and number of preference shares to be issued and nominal value of each share:

Size of the issue:- Non Convertible Redeemable Preference Shares of a sum upto Rs. 20 Crores

Number of Preference Shares:- 2,00,000 Non Convertible Redeemable Preference Shares
Nominal Value of Each Share:- Rs. 1000/-

(b) The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible:

This issue is for issue of Non-Cumulative Non-Participating Non-Convertible Preference Shares.

(c) The objectives of the issue:

To increase the capital base of the Company.

(d) The manner of issue of shares:

The proposed issue of Non Convertible Redeemable Preference Shares would be made on preferential basis.

(e) The price at which such shares are proposed to be issued:

The Non Convertible Redeemable Preference Shares of Rs. 1000/- each shall be allotted for cash at par or premium, as may be determined by the Board of Directors of the Company.

(f) The basis on which the price has been arrived at:

As per valuation report received from the Statutory Auditors of the Company.

(g) The terms of issue, including terms and rate of dividend on each share, etc.:

Non-Convertible Redeemable Preference Shares of Rs. 1,000/- each shall be issued at par or premium as may be determined by the Board of Directors of the Company with dividend rate of 0.010 % p.a.

(h) The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

The Non Convertible Redeemable Preference Shares shall be redeemable at par at any time after

a period of five years from the date of allotment, but not later than 10 years from the date of allotment, as may be determined by the Company.

(i) The manner and modes of redemption:

The Non Convertible Redeemable Preference Shares shall be redeemed at any time after a period of five years from the date of allotment, but not later than 10 years from the date of allotment, as may be determined by the Company either out of profits available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption, or from both.

(j) The current shareholding pattern of the company:

Shareholding pattern of the Equity Shares of Rs. 10/- each of the Company as on 14th August, 2014:

Category of Shareholders	Shareholding	
	No. of Equity Shares	%
Promoter and Promoter Group	1,93,510	78.98%
Public	51,490	21.02%
Total	2,45,000	100.00%

(k) The expected dilution in equity share capital upon conversion of preference shares.

The present issue is of Non-Convertible Redeemable Preference Shares, hence there would be no dilution in the equity share capital of the Company.

As per provisions of Section 42 and 55 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, a Company can issue preference shares on preferential basis with the approval of the shareholders of the Company by passing a Special Resolution.

Accordingly, your approval is sought for the Special Resolution as set out at item no. 9 of the Notice.

None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolution.

Item No. 10

The name Frontier Leasing & Finance Limited has been in the existence of the Company since past 30 years. However, the Company proposes to enter into new business ventures and the same requires re-branding the Company's image in the finance/lending industry.

Thus, in the light of this scenario, the management, conducted an exercise on alternative names for the Company that would capture the wide range of business activities being undertaken by the Company in the near future. Based on this exercise, the name "Frontier Capital Limited" was shortlisted as the most appropriate one for the Company.

The Board of Directors at their meeting held on 11th August, 2014, considered and approved placing before the Shareholders the change of name of the Company to "Frontier Capital Limited"

Further, the change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company

Accordingly suitable resolution is placed before the Members and Shareholders for their consideration.

None of the Directors is concerned or interested in the above resolution.

Item No. 11

The re-classification and increase in Authorised Share Capital along with the change of name of the Company requires suitable changes in the Memorandum and Articles of Association (MOA & AOA) of the Company for replacing the old clause for name and Authorised Share Capital wherever it appears in the MOA & AOA with the new altered clauses.

Accordingly, suitable resolutions are placed before the members and Shareholders for their consideration.

None of the Directors is concerned or interested in the above resolutions.

By Order of the Board

Neha Sanghavi

Date: - 11th August, 2014

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

Name of Director	Mr. Sandeep Soni	Mr V G Raghavan	Mr Rajesh Kathuria
Date of Birth	01st August, 1970	16 th July 1945	01 st May 1967
Date of Appointment	07th March, 2012	12 th August 2010	2 nd April, 2013
Brief Resume & Functional Expertise	<p>Mr. Sandeep Soni, Director of FLFL, holds a bachelor's degree in Electronics & Telecommunication Engineering and has done his MBA from Faculty of Management Studies, Delhi. He has Global operating and Management experience of 20 years in the financial services and consumer durables organizations in India and Overseas. He has worked as Managing Director for Consumer Finance division in Citigroup, leading sophisticated Banking/ Financial services organizations with Balance sheet responsibility up to \$ 2.5 Billion.</p> <p>He also has experience in international markets such as Russia & Indonesia. Mr Soni was also appointed as the Country Director - Thailand by Citigroup. He was also voted as the best CEO for Non - Banking Financial Institutions by Asian Banker in 2007 for the ASPAC region. Mr Soni also has considerable experience in the Asset Reconstruction space, Special Situations and M&A. He is a member of IAN (Indian Angel Network) and his interest span across -Consumer Technology, Value Investing among others</p>	<p>Mr V.G.Raghavan aged 69 years is a Qualified Chartered Accountant and a seasoned Finance executive. Mr Raghavan was former Director-Finance on the Board of Directors of Essar Steel Limited apart from gracing the position as Chief Financial Officer of Essar Group. Mr Raghavan brings a wealth of experience in Indian and global financial markets and was responsible for financial planning and fund raising for the growth and expansion plans of the Essar Group. After his retirement in December 2010, he has shifted to advisory position as member of the Essar Group's Management and Investment Committees. Apart from your Company, Mr V.G.Raghavan holds directorship position in other Essar entities. In addition, he is a member of the Audit Committee and the Operations Committee of Essar subsidiaries.</p>	<p>Mr. Rajesh Kumar Kathuria is a full time practicing chartered accountant. A B.Com (Hons) graduate from University of Delhi and a chartered accountant from ICAI, Delhi, Mr Kathuria has extensive professional experience in the areas of Finance, Auditing, Direct and Indirect Taxation, Corporate Advisory Services and System Development for the past twenty five years. Besides his regular practice in the core area of Chartered Accountancy, Mr Kathuria has closely worked on Loan, Expense & Revenue Processing activities, credit & risk, portfolio management and technology in banking for a slew of Multi-National Companies.</p>
Re Appointment	Re-Appointment	Re-Appointment	Re-Appointment
No of Shares held in the Company	NIL	NIL	NIL
List of Directorship held in other Companies	<ol style="list-style-type: none"> 1. AMW Finance Limited. 2. First Trust Advisors Private Limited 3. Life One Advisors Private Limited 4. Frontier Digital Technologies Private Limited 	<ol style="list-style-type: none"> 1. Essar Steel India Limited 2. Essar Steel (Hazira) Limited 3. Essar Power (Orissa) Limited 4. Essar Power M P Limited 5. Essar Power Gujarat Limited 6. Essar Capital Limited 7. Essar Power Hazira Limited 8. AMW Finance Limited 9. Essar Steel Logistics Limited 10. Kris Flexipacks Private Limited 11. Padmarag Project and Corporate Services Private Limited 12. Uniq Piartech Solutions Private Limited 	<ol style="list-style-type: none"> 1. Prosafe Management and Financial Consultants 2. Private Limited 3. SRK Fincon Private Limited. 4. SRK Eservices Private Limited
List of Committee Membership	NIL.	<ol style="list-style-type: none"> a. Audit Committee b. Nomination and Remuneration Committee c. Independent Directors Committee 	<ol style="list-style-type: none"> a. Audit Committee b. Nomination and Remuneration Committee c. Independent Directors Committee

DIRECTORS' REPORT

To,
The Members of Frontier Leasing & Finance
Limited
Mumbai

Your Directors have pleasure in presenting the Thirtieth Annual Report of the Company and the Audited Statements of Accounts for the Financial Year (FY) ended 31st March, 2014.

1. Financial Results:

Amt (in Rs.)

Particulars	For the Year ended on 31 st March, 2014	For the Year ended on 31 st March, 2013
Income	3,04,07,381	1,86,92,242
Less: Expenses	1,41,56,440	37,43,996
Profit / (Loss) before tax	1,62,50,941	1,49,48,246
Less: Provision for Taxation		
Current Tax	(60,04,000)	(57,10,459)
Deferred Tax	13,336	26,192
Profit / (loss) After Taxation	1,02,60,277	92,63,979
Less: Proposed Dividend	2,45,000	2,45,000
Less: Corporate Dividend Tax	41,638	41,638
Less: Transfer to Statutory Reserve	20,52,055	18,52,796
Add: Balance Brought Forward from Last Year	2,25,96,865	1,54,72,320
Balance Carried Forward to Balance Sheet	3,05,18,449	2,25,96,865

2. Operations

Your Company continues to be profitable, dividend paying and debt free for the last three years. Profit after tax was 0.92 Crore and 1.23 Crore for Financial Year 2013 and 2012 respectively. In Financial Year 2014 total

Income stood to Rs. 3.04 Crore with Profit after tax of Rs. 1.02 Crore.

Key Highlights:-

- As on 30th June 14, the Assets under Management stood at Rs. 23.34 Crores with Gross NPA and Net NPA at 0%.
- During the year, the Company has built a Bill Discounting portfolio of Rs. 12.24 Crores and Corporate Loan of Rs. 6.2 Crores as of 30th June 14.

3. Dividend

Your Directors are pleased to recommend a Dividend of Rs 1/- Per Equity share of Rs 10/- each for the Year end 31st March, 2014. 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 name 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 9th September, 2014 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. After considering the Company's profitability as well as working capital requirement for its growth plans, your directors are pleased to recommend a final dividend at the rate of 10% i.e. Re. 1/- per equity share. The dividend will be declared in the ensuing Annual General Meeting based on approval by the Shareholders.

4. Public Deposit:

Your company has not accepted any Deposits during the Year. Hence the provisions of Section 58A of the Companies Act, 1956 or Section 73 & 74 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 1975 and Companies (Acceptance of Deposits) Rules, 2014 are not applicable to the Company.

Companies (Acceptance of Deposits) Rules, 2014 are not applicable to the Company.

5. Auditors:

M/s. Nisar & Kumar, Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting. They have been Statutory Auditors of the Company since Financial Year 2008 i.e for a continuous period of 4 years including Financial Year 2014. In terms of the Companies Act, 2013 ("the new Act") and the Rules framed thereunder, it is proposed to appoint them as Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting, until the conclusion of the 31st Annual General Meeting of the Company to be held in the Year 2017 (subject to ratification of their appointment by the Members at every Annual General Meeting held after the ensuing Annual General Meeting).

As required under the provisions of Section 139 (1) of the new Act, the company has received a written consent from M/s Nisar & Kumar, Chartered Accountants to their appointment and a Certificate, to the effect that their re-appointment, if made, would be in accordance with the new Act and Rules framed thereunder and that they satisfy the criteria provided in Section 141 of the new Act.

The Members are requested to elect Auditors as aforesaid and fix their remuneration.

6. Directors:

A) During the year, the following Directors resigned from the Board of FLFL.

Sr. No	Name of the Director	DIN No.	Designation	Date of Resignation
1	Mr. Manish Kedia	00023081	Non-Executive Director	5th August, 2014
2	Mr. Narottam Babulal Vyas	00055499	Non-Executive Director	5th August, 2014
3	Mr. Sridhar Srinivasan	00004272	Independent Director	30th July, 2014

The Board extends its sincere appreciation to Mr. Sridhar Srinivasan, Mr. Manish Kedia and Mr. Narottam Babulal Vyas for their valuable guidance and support provided during their tenure as Directors in the Company.

B) In accordance with the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, which came into effect from April 1, 2014, approval of the Members will be sought at the ensuing Annual General Meeting of the Company for formalizing the appointment of Mr. V.G Raghavan and Mr. Rajesh Kathuria as Independent Directors of the Company, liable to retire by rotation, for a term until September, 2017.

7. 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, 2014 is included in the Annual Report.

8. 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.

9. Director's Responsibility Statement:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 the Directors, based on the representation received from the Operating management, confirm that:

- (i) in the preparation of the annual accounts for the financial period ended 31st March, 2014, the applicable accounting standards

have been followed and there are no material departures.

- (ii) they have, in the selection of the accounting policies, consulted the Statutory Auditors and these have been applied consistently and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis.

10. 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. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary Company FDTPL.

11. 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 to the Company with effect from 1st October, 2014. 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:-

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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. Sridhar Srinivasan, Mr. Sandeep Soni and Mr. Rajesh Kathuria. Mr. V G Raghavan, Mr. Sridhar Srinivasan & Mr. Rajesh Kathuria are the Non - Executive Independent Directors of the Company and Mr. Sandeep Soni is the Executive, Whole Time Director of the Company.
- v. Mr. Sandeep Soni was re-appointed as the Whole time Executive Director of the Company for a period of 5 years commencing 1st April, 2014.

It was decided at the Nomination and Remuneration Committee Meeting held on 25th March, 2014 and at a Board Meeting held on the same day, to pay Remuneration of INR 3 lakhs per month with effect from 1st April, 2014.

- vi. 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.
- vii. The Audit Committee, Nomination and Remuneration Committee and the Independent Directors Committee was constituted comprising three Non-Executive (NE) Independent Directors viz. Mr. V.G Raghavan, Mr. Sridhar Srinivasan and Mr. Rajesh Kathuria.
- viii. 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.
- ix. During the year, Ms. Neha Sanghavi, Associate Member of The Institute of Company Secretaries of India, was appointed as the Company Secretary and Compliance Officer of the Company. The Company Secretary is also the Secretary of all the aforementioned Committees.
- x. The Company, Directors (including the Independent Directors) and its employees have adopted the Code of Conduct and the same has been posted on the Company's website.
- xi. 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.
- xii. The Company's website is www.flfindia.com

12. Accounts and Accounting Standards

The Company adheres to the Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 in the preparation of its financial statements and also to the guidelines prescribed by the RBI.

13. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

Information pertaining to section 217(1) (e) of the Companies Act, 1956 & 134 (3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 and Companies (accounts) Rules, 2014 with respect to conservation of energy, technology absorption may be treated as NIL since your Company is not a manufacturing Company.

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

14. Particulars of Employees:

The disclosures as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, is not required as there are no employees covered by it.

15. 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 Profit & Loss Accounts.

16. Stock Exchanges – Compliance of Listing Agreements

The Company's shares are listed at The Bombay Stock Exchange 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.

17. 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 2013-14 is also available on the website of the Company viz. www.fflindia.com

18. 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.

By order of the Board

Sd/-

Mr. Sandeep Soni
Director

Sd/-

Mr. Rajesh Kathuria
Director**Date: 11th August, 2014****Place: Mumbai**

**INDEPENDENT AUDITORS REPORT TO
THE SHAREHOLDERS OF FRONTIER
LEASING AND FINANCE LIMITED AS ON
31ST MARCH, 2014**

Independent Auditors' Report

**To the Members of Frontier Leasing & Finance
Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **Frontier Leasing & Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these 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 Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Nisar & Kumar

Firm Regn. No.127820 W

Sd/-

K. M. Mahadik**Partner**

M. No. 48453

Place: Mumbai**Date: May 9, 2014**

ANNEXURE REFERRED TO THE REPORT OF EVEN DATE FOR THE YEAR ENDED MARCH 31, 2014 OF FRONTIER LEASING & FINANCE LIMITED

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year as per programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As informed to us, no discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off substantial part of the fixed asset.
- (ii) Since the company do not have inventory (other than stock on hire), the clause (ii) is not applicable to the company for the year.
- (iii) (a) The company has not granted any loans to companies, firms and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956:
- (b) In view of clause (iii) (a) above, clause (iii) (b) is not applicable.
- (c) In view of clause (iii) (a) above, clause (iii) (c) is not applicable.
- (d) In view of clause (iii) (a) above, clause (iii) (d) is not applicable.
- (e) The company has not taken any loans from companies, firms and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (f) In view of clause (iii) (e) above, clause (iii) (f) is not applicable.
- (g) In view of clause (iii) (e) above, clause (iii) (g) is not applicable.
- (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.
- During the course of our audit, no major weakness has been noticed in the internal controls system.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there are no transactions during the year that need to be entered into the register maintained under section 301.
- (b) In view of clause (v) (a) above, clause (v) (b) is not applicable.
- (vi) During the year the company has not accepted any public deposits.
- (vii) In our opinion, during the year the company does not have formal internal audit system.
- (viii) As informed to us, the maintenance of cost records have not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.
- (ix) (a) According to the records of the company, there were delays in deposit of undisputed statutory dues of income tax and service tax with the appropriate authorities. As per the books of account and according to information and explanations given to us there are no undisputed dues of provident fund, Investor Education and Protection Fund, Employees' State Insurance, Sales Tax, wealth tax, Custom Duty, Excise Duty and Cess. The arrears of statutory dues of income tax of ` 2,037,710 were outstanding as at March 31, 2014 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 Income Tax, Sales Tax of Wealth Tax, Service Tax, Custom duty and excise duty/cess which have not been deposited on account of dispute.
- (x) The company does not have accumulated losses at the end of the financial year and the company has not incurred any cash losses during the financial year covered by

our audit and also in the immediately preceding financial year.

- (xi) Based on our audit procedures and according to the books of account and information and explanations given by the management, we state that there are no dues to banks, financial institutions or debentureholders.
- (xii) Based on our examination of documents and records, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) Provisions of Chit Fund Nidhi/ Mutual Benefit Fund/Societies are not applicable.
- (xiv) The company is not engaged in dealing or trading in shares, securities, debentures and other investments.
- (xv) The company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) During the year the company has not borrowed any term loan.
- (xvii) During the year the company has not raised any short term funds.
- (xviii) During the year the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) During the year, the company has not issued secured debentures.
- (xx) During the year, the company has not raised money by public issues.
- (xxi) 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
Firm Regn. No.127820 W
Sd/-
K. M. Mahadik
Partner
M. No. 48453

Place: Mumbai
Date: May 9, 2014

FRONTIER LEASING & FINANCE LIMITED			
BALANCE SHEET AS AT MARCH 31, 2014			
Particulars	Note No.	As at	As at
		March 31, 2014	March 31, 2013
		Rs.	Rs.
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	2	24,50,000	24,50,000
Reserves and Surplus	3	3,95,63,176	2,95,89,537
		4,20,13,176	3,20,39,537
Share Application Money Pending Allotment	4	20,00,00,000	15,00,00,000
Non Current Liabilities			
Long Term Provisions	5	1,39,220	6,09,946
Current Liabilities			
Trade payables	6	17,84,943	4,82,361
Other Current Liabilities	7	8,50,188	40,025
Short Term Provisions	8	53,08,112	47,18,240
		79,43,243	52,40,626
TOTAL		25,00,95,639	18,78,90,109
<u>ASSETS</u>			
Non Current Assets			
Fixed Assets	9		
Tangible Assets		5,02,632	6,66,593
Intangible Assets			
Capital Work-In-Progress		15,86,922	
Non-Current Investments	10	1,00,000	5,00,000
Deferred tax assets (net)	11	77,052	63,716
Long Term Portion of Receivables under Financing Activities	12	5,56,88,127	4,39,78,232
Long Term Loans and Advances	13	12,85,304	12,85,304
		5,92,40,037	4,64,93,845
Current Assets			
Cash and cash equivalents	14	22,23,272	1,68,50,150
Short Term Portion of Receivables under Financing Activities	15	18,03,09,671	12,10,53,162
Short term loans and advances	16	29,57,417	34,90,587
Other current assets	17	53,65,242	2,365
		19,08,55,602	14,13,96,264
TOTAL		25,00,95,639	18,78,90,109
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 9, 2014	V. G Raghavan Director	Sridhar Srinivasan Director	Neha Sanghavi Company Secretary
	Place: Mumbai Date: May 9, 2014		

FRONTIER LEASING & FINANCE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	Note No.	For the year ended	For the year ended
		March 31, 2014	March 31, 2013
		Rs.	Rs.
REVENUE			
Revenue from operations	18	2,97,75,195	1,83,01,281
Other Income	19	6,32,186	3,90,961
Total Revenue		3,04,07,381	1,86,92,242
EXPENSES			
Finance Costs	20	16,03,125	-
Depreciation / amortisation	9	1,78,560	6,79,706
Administrative & Other Expenses	21	1,23,74,755	30,64,290
		1,41,56,440	37,43,996
Profit before tax		1,62,50,941	1,49,48,246
<u>Tax Expenses:</u>			
a) Current Tax (including adjustments for earlier years)		(60,04,000)	(57,10,459)
b) Deferred Tax		13,336	26,192
Profit after tax		1,02,60,277	92,63,979
Basic & Diluted Earnings per share of Rs 10 each	22	41.88	37.81
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 9, 2014	V. G Raghavan Director	Sridhar Srinivasan Director	Neha Sanghavi Company Secretary
	Place: Mumbai Date: May 9, 2014		

FRONTIER LEASING & FINANCE LIMITED		
Cash Flow Statement for the year ended March 31, 2014		
Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
	Rs.	Rs.
CASH FLOW FROM OPERATING ACTIVITIES		
<i>Profit before taxation</i>	1,62,50,947	1,49,48,246
<i>Adjustments for :</i>		
<i>Contingent Provisions against Standard Assets</i>	1,88,790	4,12,584
<i>Bad debts / Advances written off</i>	-	20,549
<i>Provision for depreciation in investments / (write back)</i>	(5,00,000)	5,00,000
<i>Depreciation / amortisation</i>	1,78,560	6,79,706
<i>Interest on investments / deposits with bank</i>	(1,32,186)	(3,90,961)
	1,59,86,105	1,61,70,124
Operating Profit before working Capital Changes		
<i>Adjustment for :</i>		
<i>(Increase)/Decrease in Receivables</i>	(7,57,96,111)	2,15,42,112
<i>Increase/(Decrease) in Payables</i>	21,12,745	(1,50,83,344)
Cash (used in) / generated from operations	(5,76,97,261)	2,26,28,892
<i>Taxes on income paid</i>	(55,75,536)	(81,12,980)
	(6,32,72,797)	1,45,15,912
Net Cash (used in) / generated from Operating Activities		
CASH FLOW FROM INVESTING ACTIVITIES		
<i>Interest on investments / deposits with bank received</i>	1,32,186	3,90,961
<i>Purchase of investments</i>	(1,00,000)	-
<i>Fixed assets purchased (including changes in capital work in-progress)</i>	(16,01,521)	-
<i>Proceeds from sale / redemption of investments</i>	5,00,000	3,00,000
	(10,69,335)	6,90,961
Net Cash generated from Investing Activities		
CASH FLOW FROM FINANCING ACTIVITIES		
<i>Dividend paid (including dividend tax)</i>	(2,84,746)	(2,80,345)
<i>Share application money received / (refunded)</i>	5,00,00,000	(1,00,00,000)
	4,97,15,254	(1,02,80,345)
Net Cash generated from / (used in) Financing Activities		
Net increase / (decrease) in cash and cash equivalents	(1,46,26,878)	49,26,528
Cash and Cash equivalents at the beginning of the year	1,68,50,150	1,19,23,622
Cash and Cash equivalents at the end of the year	22,23,272	1,68,50,150
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 9, 2014	V. G Raghavan Director Place: Mumbai Date: May 9, 2014	Sridhar Srinivasan Director
		Neha Sanghavi Company Secretary

FRONTIER LEASING & FINANCE LIMITED

Significant Accounting Policies and Notes forming part of Accounts for the year ended March 31, 2014

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:

Goodwill is amortised over the period of its estimated useful life of 2.5 years. Depreciation on other fixed assets is provided on Written Down Value Method at the rates prescribed under the Schedule XIV of the Companies Act, 1956 on pro rata basis from the date of addition / upto the date of deletion.

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**

10,000,000 (P.Y. 250,000) Equity Shares of Rs. 10 each

100,000 (P.Y. Nil) 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

	As at March 31, 2014 Rs.	As at March 31, 2013 Rs.
	10,00,00,000	25,00,000
	10,00,00,000	
	20,00,00,000	25,00,000
	24,50,000	24,50,000
	24,50,000	24,50,000

Notes:

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

	As at March 31, 2014		As at March 31, 2013	
	Numbers	Rs.	Numbers	Rs.
Equity shares				
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. The details of shares held by the holding company:

	As at March 31, 2014		As at March 31, 2013	
	Numbers	Rs.	Numbers	Rs.
Equity shares				
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	24,50,000

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

	As at March 31, 2014		As at March 31, 2013	
	Numbers	Rs.	Numbers	Rs.
Equity shares				
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	24,50,000

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.

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

Balance at the beginning of the year

Add: Profit for the year

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, 2014 Rs.	As at March 31, 2013 Rs.
	2,25,96,865	1,54,72,320
	1,02,60,277	92,63,879
	(2,45,000)	(2,45,000)
	(41,638)	(41,638)
	(20,52,055)	(18,52,796)
	3,05,18,449	2,25,96,865
	11,85,650	11,85,650
	58,07,022	39,54,226
	20,52,055	18,52,796
	78,59,077	58,07,022
	3,95,63,176	2,95,89,637

4 Share Application Money Pending Allotment

As per the terms the company will issue 50,000 preference shares of face value Rs 1,000 each to the extent of Rs 50,000,000 and equity shares of face value Rs.10 each at such a price which may be mutually agreed between the company and the applicant to the extent of Rs.150,000,000 against the amount of application money on or before December 31, 2014, subject to necessary approvals of relevant authorities.

	March 31, 2014	March 31, 2013
	Rs.	Rs.
5 Long Term Provisions		
Contingent Provisions against Standard Assets	1,38,220	1,09,946
Provision for depreciation in investments		6,00,000
	1,38,220	6,09,946
6 Trade Payables		
Trade Payables	17,64,943	4,82,361
	17,64,943	4,82,361
7 Other Current Liabilities		
Statutory liabilities	3,28,264	35,625
Advances from others	5,17,324	-
Unclaimed/unpaid dividend	4,900	4,400
	8,50,488	40,025
8 Short Term Provisions		
Provision for income tax (net of taxes paid)	43,57,427	41,28,963
Proposed dividend	2,45,000	2,45,000
Corporate dividend tax	49,530	41,638
Contingent Provisions against Standard Assets	4,62,156	3,02,639
	51,14,113	47,18,240
	As at	As at
	March 31, 2014	March 31, 2013
	Rs.	Rs.
10 Non current investments		
<i>in fully paid up equity shares</i>		
Trade		
Unquoted		
Nil (PY 50,000) Equity shares of AMW Finance Ltd of Rs. 10 each fully paid up		5,00,000
10,000 (Nil) Equity shares of Frontier Digital Technologies Pvt. Ltd. of Rs. 10 each	1,00,000	
	1,00,000	5,00,000
	Book Value	Market Value
	March 31, 2014	March 31, 2013
	March 31, 2014	March 31, 2013
Quoted		
Unquoted	1,00,000	5,00,000
11 Deferred Tax Asset		
<i>Timing difference on account of depreciation</i>		
Balance at the beginning of the year	63,718	37,324
Deferred tax credit/charge for the year	13,336	26,192
Balance at the end of the year	77,052	63,716
12 Long Term Portion of Receivables under Financing Activities		
<i>(Unsecured, considered good)</i>		
Loans to others	18,73,863	15,60,781
Inter Corporate Loans	5,00,00,000	-
Stock on hire purchase (net of unmatured finance charges)	38,14,265	4,24,27,451
	5,56,88,127	4,39,78,232
13 Long term loans and advances		
<i>(Unsecured, considered good)</i>		
Income Tax refundable	12,85,304	12,85,304
	12,85,304	12,85,304
14 Cash and Cash equivalents		
Cash/drafts on hand	18,685	10,200
Balances with Banks in current accounts	20,00,067	1,08,35,550
Balances with Bank in current accounts (Dividend account)	4,400	4,400
Balances with Banks in deposit account	2,00,000	-
	22,23,272	1,68,50,150
15 Short Term Portion of Receivables under Financing Activities		
<i>(Unsecured, considered good)</i>		
Loans to others	5,39,139	2,49,219
Inter Corporate Loans	70,00,000	-
Stock on hire purchase (net of unmatured finance charges)	4,02,05,219	5,54,39,293
Bills discounted	11,78,78,606	3,50,89,583
Trade receivables		
Debts outstanding for period exceeding six months		
Other debts	1,46,06,797	3,02,75,067
	18,03,09,671	12,10,31,162

16 Shortterm loans and advances (Unsecured, Considered Good)		
Advances to related parties	22,45,329	29,25,302
Advances to vendors / others	6,98,309	5,50,000
Prepaid expenses	13,779	15,285
	29,57,417	34,90,587
17 Other Current Assets		
Interest receivable on Loans	53,65,242	2,355
	53,65,242	2,355
	For the year ended	For the year ended
	March 31, 2014	March 31, 2013
	Rs.	Rs.
18 Revenue from operations		
Finance Charges on Hire Purchase	68,48,670	1,70,88,308
Interest on Other Loans	42,75,108	1,72,355
Bill Discounting Charges	1,27,67,099	89,583
Loan Processing Fees	29,000	1,00,025
Penal Interest	38,63,318	8,50,000
	2,97,75,156	1,83,01,281
19 Other Income		
Interest on investments / deposits with bank	1,32,186	3,90,951
Provision for depreciation in investments written back	5,00,000	-
	6,32,186	3,90,951
20 Finance Costs		
Interest on intercorporate deposits	16,03,125	-
	16,03,125	-
21 Administrative & Other Expenses		
Office Expenses	5,96,906	17,997
Listing & Custodial Fees	62,087	60,744
Legal & Professional Fees	29,19,244	16,63,427
Stamp duty & Filing fees	15,10,355	-
Directors sitting fees	69,102	-
Printing & Stationary	51,221	31,692
Donations	-	5,000
Travelling and conveyance expenses	10,27,515	46,991
Membership & Subscriptions	19,101	7,959
Advertisement Expenses	90,958	77,408
<u>Auditors' Remuneration</u>		
Audit Fees	1,68,540	1,12,360
Fees for consolidated accounts	56,180	56,180
Certification fees	42,136	-
Support Service Charges	55,30,191	-
Bank charges	3,079	1,011
Interest on delayed payment of taxes and penalty charges	39,350	50,398
Provision for depreciation in investments	-	5,00,000
Balances / bad debts written off	-	20,549
Contingent Provisions against Standard Assets	1,88,790	4,12,584
	1,29,74,755	30,84,290
22 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.		
	March 31, 2014	March 31, 2013
Earnings [Net profit for the year after tax (Rs.)]	1,02,60,277	92,63,879
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.)	41.88	37.81

23 Related Party Disclosures :**a) Related parties where control exists:****i. Holding Company:**

Inimitable Capital Finance Pvt Ltd

ii. Subsidiary Companies:

AMW Finance Limited (upto July 8, 2013)

Frontier Digital Technologies Pvt Ltd

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

Mr. A S Rúa

iii. Key Management Personnel:

Mr. Sandeep Soni (Executive Director), Mr. Rajesh Kathuria (Director), Mr. V G Raghavan (Director), Mr. S Sridhar (Director), Mr. Manish Kedia (Director)

b) Other related parties, where there have been transactions:**Enterprises controlled or significantly influenced by individual or relatives:**

Essar Capital Ltd, Futura Travels 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, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.
Advances Given		18,336			18,336
Frontier Digital Technologies Pvt Ltd		-6,87,073		-22,38,229	-6,87,073
AMW Finance Ltd		7,100			
Essar Capital Ltd		11,236			
		-6,87,073		-22,38,229	
Purchase of / Subscription to investments (Frontier Digital Technologies Pvt Ltd)		1,00,000			1,00,000
		(-)			(-)
Directors Sitting fees			61,500		61,500
Mr. Rajesh Kathuria			(-)		(-)
Mr. V G Raghavan			20,500		
Mr. S Sridhar			(-)		
Mr. Manish Kedia			30,500		
			(-)		
			10,250		
			(-)		
			250		
			(-)		
Travelling Expenses (Futura Travels Ltd)				18,297	18,297
				(-)	(-)
Refund of share application money (Inimitable Capital Finance Pvt Ltd)					
	-1,00,00,000				-1,00,00,000
Share application money received (Inimitable Capital Finance Pvt. Ltd)	5,00,00,000				5,00,00,000
	(-)				(-)

23 Related Party Disclosures :**a) Related parties where control exists:****i. Holding Company:**

Inimitable Capital Finance Pvt Ltd

ii. Subsidiary Companies:

AMW Finance Limited (upto July 8, 2013)

Frontier Digital Technologies Pvt Ltd

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

Mr. A S Ruia

iii. Key Management Personnel:

Mr. Sandeep Soni (Executive Director), Mr. Rajesh Kathuria (Director), Mr. V G Raghavan (Director), Mr. S Sridhar (Director), Mr. Manish Kedia (Director)

b) Other related parties, where there have been transactions:**Enterprises controlled or significantly influenced by individual or relatives:**

Essar Capital Ltd, Futura Travels 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, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.
<u>Advances Given</u>		18,336			18,336
Frontier Digital Technologies Pvt Ltd		-6,87,073		-22,38,229	-6,87,073
AMW Finance Ltd		11,230			
Essar Capital Ltd		-6,87,073		-22,38,229	
<u>Purchase of / Subscription to Investments (Frontier Digital Technologies Pvt Ltd)</u>		1,00,000			1,00,000
Directors Sitting fees		(-)	61,500		61,500
Mr. Rajesh Kathuria			(-)		(-)
Mr. V G Raghavan			20,500		
Mr. S Sridhar			(-)		
Mr. Manish Kedia			30,500		
<u>Travelling Expenses (Futura Travels Ltd)</u>			(-)	18,297	18,297
Refund of share application money (Inimitable Capital Finance Pvt Ltd)				(-)	(-)
<u>Share application money received (Inimitable Capital Finance Pvt. Ltd)</u>	-1,00,00,000				-1,00,00,000
	5,00,00,000				5,00,00,000
	(-)				(-)

4 Break-up of investments :			
Current Investments :			
1. Quoted :			
(i) Shares : (a) Equity			-
(b) Preference			-
(ii) Debentures and Bonds			-
(iii) Units of mutual funds			-
(iv) Government Securities			-
(v) Others (please specify)			-
2. Unquoted :			
(i) Shares : (a) Equity			-
(b) Preference			-
(ii) Debentures and Bonds			-
(iii) Units of mutual funds			-
(iv) Government Securities			-
(v) Others (please specify)			-
Long Term Investments :			
1. Quoted :			
(i) Shares : (a) Equity			-
(b) Preference			-
(ii) Debentures and Bonds			-
(iii) Units of mutual funds			-
(iv) Government Securities			-
(v) Others (please specify)			-
2. Unquoted :			
(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	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	23,59,97,798	23,59,97,798
Total	-	23,59,97,798	23,59,97,798
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

30 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 9, 2014

V. G Raghavan
Director

Place: Mumbai

Date: May 9, 2014

Sridhar Srinivasan
Director

Neha Sanghavi
Company Secretary

FRONTIER LEASING & FINANCE LIMITED										
Significant Accounting Policies and Notes forming part of Accounts for the year ended March 31, 2014										
9 Fixed Assets										
Description of Assets	Gross Block (at cost)			Depreciation / Amortisation				Net Block		
	As at April 1, 2013	Additions during the year	Deletions / written off during the year	As at March 31, 2014	As at April 1, 2013	For the year	Written back during the year	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A. Tangible Assets										
Computers & Peripherals	50,000	14,589	-	64,589	30,200	9,552	-	45,752	10,047	13,000
Vehicles	14,00,000	-	-	14,00,000	7,47,207	1,09,000	-	9,16,210	4,83,705	8,62,793
Total	14,50,000	14,589	-	14,64,589	7,83,407	1,18,552	-	9,61,087	5,02,032	6,06,563
Previous year	14,50,000	-	-	14,50,000	5,46,195	2,37,252	-	7,83,407	6,66,593	9,03,848
B. Intangible Assets										
Goodwill	12,06,690	-	12,06,690	-	12,06,690	-	12,06,690	-	-	-
Total	12,06,690	-	12,06,690	-	12,06,690	-	12,06,690	-	-	-
Previous year	12,06,690	-	-	12,06,690	7,84,235	4,42,454	-	19,06,690	-	4,42,454
C. Capital Work-in-progress										
Expenditure in connection with Intangible Assets under acquisition									16,85,922	-

**INDEPENDENT AUDITORS' REPORT TO
THE BOARD OF DIRECTORS OF
FRONTIER LEASING & FINANCE
LIMITED AS ON 31ST MARCH, 2014**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Frontier Leasing & Finance Limited (the company) and its subsidiaries, which comprise the Consolidated Balance Sheet as at March 31, 2014, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation 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 the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the company as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the company for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the company for the year ended on that date.

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

**K. M. Mahadik
Partner (M. No. 48453)
Mumbai, May 9, 2014**

FRONTIER LEASING & FINANCE LIMITED			
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2014			
Particulars	Note No.	As at	As at
		March 31, 2014	March 31, 2013
		Rs.	Rs.
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	2	24,50,000	24,50,000
Reserves and Surplus	3	3,95,29,840	2,38,34,266
		4,19,79,840	2,62,84,266
Share Application Money Pending Allotment	4	20,00,00,000	15,00,00,000
Non Current Liabilities			
Long Term Borrowings	5	-	55,44,371
Long Term Provisions	6	1,39,220	1,09,946
		1,39,220	56,54,317
Current Liabilities			
Trade payables	7	18,11,179	5,11,776
Other Current Liabilities	8	8,50,188	2,48,700
Short Term Provisions	9	53,08,112	47,18,240
		79,69,479	54,78,716
TOTAL		25,00,88,539	18,74,17,299
<u>ASSETS</u>			
Non Current Assets			
Fixed Assets			
Tangible Assets	10	5,02,632	6,66,593
Intangible Assets		-	2,25,730
Capital Work-in-Progress		15,86,922	-
Deferred tax assets (net)	11	77,052	63,716
Long Term Portion of Receivables under Financing Activities	12	5,56,88,127	4,39,78,232
Long Term Loans and Advances	13	12,85,304	12,85,304
		5,91,40,037	4,62,19,576
Current Assets			
Cash and cash equivalents	14	23,23,272	1,73,38,683
Short Term Portion of Receivables under Financing Activities	15	18,03,09,671	12,10,53,162
Short term loans and advances	16	29,50,317	28,03,514
Other current assets	17	53,65,242	2,365
		19,09,48,502	14,11,97,724
TOTAL		25,00,88,539	18,74,17,299
Significant Accounting Policies (Notes forms an integral part of accounts)			
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 9, 2014	V. G. Raghavan Director	Sridhar Srinivasan Director	Neha Sanghavi Company Secretary
	Place: Mumbai Date: May 9, 2014		

FRONTIER LEASING & FINANCE LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	Note No.	For the year ended	For the year ended
		March 31, 2014	March 31, 2013
		Rs.	Rs.
REVENUE			
Revenue from operations	18	2,97,75,195	1,83,01,281
Other Income	19	6,32,186	3,90,961
Total Revenue		3,04,07,381	1,86,92,242
EXPENSES			
Finance Costs	20	16,03,125	-
Depreciation / amortisation	10	1,78,560	6,79,706
Administrative & Other Expenses	21	1,24,08,091	88,07,974
		1,41,89,776	94,87,680
Profit before tax		1,62,17,605	92,04,562
<u>Tax Expenses:</u>			
a) Current Tax (including adjustment for earlier years)		(60,04,000)	(57,10,459)
b) Deferred Tax		13,336	26,192
Profit after tax		1,02,26,941	35,20,295
Basic & Diluted Earnings per share of Rs. 10 each	22	41.74	14.37
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 9, 2014		V. G Raghavan Sridhar Srinivasan Director Director Place: Mumbai Date: May 9, 2014	Neha Sanghavi Company Secretary

FRONTIER LEASING & FINANCE LIMITED		
Consolidated Cash Flow Statement for the year ended March 31, 2014		
Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
	Rs.	Rs.
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	1,62,17,605	92,04,562
Adjustments for :		
Contingent Provisions against Standard Assets	1,88,790	4,12,584
Bad debts / Advances written off / (written back)	-	47,82,449
Provision for depreciation in investments / (write back)	(5,00,000)	-
Depreciation / amortisation	1,78,560	6,79,706
Interest on investments / deposits with bank	(1,32,186)	(3,90,961)
Operating Profit before working Capital Changes	1,59,52,769	1,46,88,340
Adjustment for :		
(Increase)/Decrease in Receivables	(7,57,89,011)	2,22,29,185
Increase/(Decrease) in Payables	21,38,981	(1,50,82,220)
Cash generated from operations	(5,76,97,261)	2,18,35,305
Taxes on income paid	(55,75,536)	(81,12,980)
Net Cash Generated From Operating Activities	(6,32,72,797)	1,37,22,325
CASH FLOW FROM INVESTING ACTIVITIES		
Interest on investments / deposits with bank received	1,32,186	3,90,961
Fixed assets purchased (including changes in capital work in-progress)	(16,01,521)	-
Proceeds from sale / redemption of Investments	5,00,000	3,00,000
Net Cash Generated From Investing Activities	(9,69,335)	6,90,961
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	-	7,82,471
Repayment of borrowings	-	(2,20,50,000)
Dividend paid (including dividend tax)	(2,84,746)	(2,80,345)
Share application money received / (refunded)	5,00,00,000	(1,00,00,000)
Net Cash Used in Financing Activities	4,97,15,254	(3,15,47,874)
Net increase / (decrease) In cash and cash equivalents	(1,45,26,878)	(1,71,34,588)
Cash and Cash equivalents at the beginning of the year	1,73,38,683	3,44,73,271
Less: Cash and Cash equivalents of former subsidiary at the beginning	-4,88,533	-
Cash and Cash equivalents at the end of the year	23,23,272	1,73,38,683
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 9, 2014	V. G Raghavan Director Place: Mumbai Date: May 9, 2014	Sridhar Srinivasan Director Neha Sanghavi Company Secretary

FRONTIER LEASING & FINANCE LIMITED

Significant Accounting Policies and Notes forming part of Consolidated Accounts for the year ended March 31, 2014

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:

Goodwill (other than goodwill on amalgamation) is amortised over the period of its estimated useful life of 2.5 years. Depreciation on other fixed assets is provided on Written Down Value Method at the rates prescribed under the Schedule XIV of the Companies Act, 1956 on pro rata basis from the date of addition / upto the date of deletion.

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 (not 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**

10,000,000 (P.Y. 250,000) Equity Shares of Rs. 10 each

100,000 (P.Y. Nil) 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

	As at March 31, 2014 Rs.	As at March 31, 2013 Rs.
	10,00,00,000	25,00,000
	10,00,00,000	-
	20,00,00,000	25,00,000
	24,50,000	24,50,000
	24,50,000	24,50,000

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

	As at March 31, 2014		As at March 31, 2013	
	Numbers	Rs.	Numbers	Rs.
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. The details of shares held by the holding company:

Equity shares	As at March 31, 2014		As at March 31, 2013	
	Numbers	Rs.	Numbers	Rs.
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	24,50,000

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

Equity shares	As at March 31, 2014		As at March 31, 2013	
	Numbers	Rs.	Numbers	Rs.
Inimitable Capital Finance Pvt Ltd	1,76,610	17,66,100	1,76,610	24,50,000

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.

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 subsidiary during the year

Add: Profit / (Loss) for the year

Less: Proposed Dividend (Including corporate dividend tax)

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, 2014 Rs.	As at March 31, 2013 Rs.
	1,68,41,594	1,54,60,733
	57,55,271	-
	1,02,26,941	35,20,295
	(2,45,000)	(2,45,000)
	(41,638)	(41,638)
	(20,52,055)	(18,52,796)
	3,04,85,113	1,68,41,594
	11,85,650	11,85,650
	58,07,022	39,54,226
	20,52,055	18,52,796
	78,59,077	58,07,022
	3,95,29,840	2,38,34,266

	As at March 31, 2014 Rs.	As at March 31, 2013 Rs.
4 Share Application Money Pending Allotment		
<i>As per the terms the company will issue 50,000 preference shares of face value Rs. 1,000 each to the extent of Rs. 50,000,000 and equity shares of face value Rs. 10 each at such a price which may be mutually agreed between the company and the applicant to the extent of Rs. 150,000,000 against the amount of application money on or before December 31, 2014, subject to necessary approvals of relevant authorities.</i>		
5 Long Term Borrowings		
<i>Unsecured loans</i>		
<i>Borrowings from Companies</i>		55,44,371
		55,44,371
6 Long Term Provisions		
<i>Contingent Provisions against Standard Assets</i>	1,39,220	1,09,946
	1,39,220	1,09,946
7 Trade Payables		
<i>Trade Payables</i>	18,11,179	5,11,776
	18,11,179	5,11,776
8 Other Current Liabilities		
<i>Other Liabilities</i>	-	2,08,675
<i>Statutory liabilities</i>	3,28,264	35,625
<i>Advances from others</i>	5,17,324	-
<i>Unclaimed / unpaid dividend</i>	4,600	4,400
	8,50,188	2,48,700
9 Short Term Provisions		
<i>Provision for income tax (net of taxes paid)</i>	45,57,427	41,28,963
<i>Proposed dividend</i>	2,45,000	2,45,000
<i>Corporate dividend tax</i>	43,530	41,638
<i>Contingent Provisions against Standard Assets</i>	4,62,155	3,02,639
	53,08,112	47,18,240
11 Deferred Tax (Liability) / Asset (net)	As at March 31, 2014 Rs.	As at March 31, 2013 Rs.
<i>Timing difference on account of depreciation</i>		
<i>Balance at the beginning of the year</i>	63,716	37,524
<i>Deferred tax credit / charge for the year</i>	13,336	26,192
<i>Balance at the end of the year</i>	77,052	63,716
12 Long Term Portion of Receivables under Financing Activities		
<i>(Unsecured, considered good)</i>		
<i>Loans to others</i>	18,73,863	15,50,781
<i>Inter Corporate Loans</i>	5,00,00,000	-
<i>Stock on hire purchase (net of unmatured finance charges)</i>	38,14,265	4,24,27,451
	5,56,88,127	4,39,78,232
13 Long term loans and advances		
<i>(Unsecured, considered good)</i>		
<i>Income Tax refundable</i>	12,85,304	12,85,304
	12,85,304	12,85,304
14 Cash and Cash equivalents		
<i>Cash / drafts on hand</i>	10,685	10,200
<i>Balances with Banks in current accounts</i>	21,08,087	1,73,24,083
<i>Balance with Bank in current accounts (Dividend account)</i>	4,500	4,400
<i>Balances with Banks in deposit account</i>	2,00,000	-
	23,23,272	1,73,38,683

15 Short Term Portion of Receivables under Financing Activities (Unsecured, considered good)		
Loans to others	5,39,139	2,49,219
Inter Corporate Loans	70,00,000	-
Stock on hire purchase (net of unmatured finance charges)	4,02,85,218	5,54,39,293
Bills discounted	11,78,76,606	3,50,89,583
Trade receivable	-	-
Debts outstanding for period exceeding six months	-	-
Other debts	1,46,06,707	3,02,75,067
	18,03,09,671	12,10,53,162
16 Short term loans and advances (Unsecured, Considered Good)		
Advances to related parties	22,38,229	22,38,229
Advances to vendors / others	6,98,309	5,50,000
Prepaid expenses	13,779	15,285
	29,50,317	28,03,514
17 Other Current Assets		
Interest receivable on Loans	53,65,242	2,365
	53,65,242	2,365
	For Year ended March 31, 2014	For Year ended March 31, 2013
	Rs.	Rs.
18 Revenue from operations		
Finance Charges on Hire Purchase	88,49,670	1,70,89,308
Interest on Other Loans	42,75,108	1,72,365
Bill Discounting Charges	1,27,67,099	89,583
Loan Processing Fees	20,000	1,00,025
Penal Interest	38,63,318	8,50,000
	2,97,75,195	1,83,01,281
19 Other Income		
Interest on investments / deposits with bank	1,32,186	3,90,961
Provision for depreciation in investments written back	5,00,000	-
	6,32,186	3,90,961
	For Year ended March 31, 2014	For Year ended March 31, 2013
	Rs.	Rs.
20 Finance Costs		
Interest on intercorporate deposits	16,03,125	-
	16,03,125	-

21 Administrative & Other Expenses

Office and Other Expenses	5,96,906	17,997
Listing & Custodial Fees	62,087	60,744
Legal & Professional Fees	29,19,244	28,52,955
Stamp duty & Filing fees	15,10,355	-
Directors sitting fees	69,102	-
Printing & Stationary	51,221	31,692
Donations	-	5,000
Travelling and conveyance expenses	10,27,515	46,981
Membership & Subscriptions	19,101	7,959
Advertisement Expenses	90,958	77,408
<u>Auditors' Remuneration</u>		
Audit Fees	1,79,776	1,23,596
Fees for consolidated accounts	56,180	56,180
Certification fees	42,136	-
Support Service Charges	55,30,191	-
Bank charges	3,079	2,82,031
Interest on delayed payment of taxes and penalty charges	39,350	50,398
Preliminary expenses written off	22,100	-
Balances / Bad debts written off	-	47,82,449
Contingent Provisions against Standard Assets	1,88,790	4,12,584
	1,24,08,091	88,07,974

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, 2014	March 31, 2013
Earnings [Net profit for the year after tax (Rs.)]	1,02,26,941	35,20,295
Weighted average number of equity shares for the purpose of calculating earnings per share	2,43,000	2,46,000
Basic & Diluted Earnings per share of face value of Rs.10 each (Rs.)	41.74	14.37

23 Related Party Disclosures :

a) Related parties where control exists:

i. Holding Company:

Inimitable Capital Finance Pvt Ltd

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

Mr. A S Ruia

iii. Key Management Personnel:

Mr. Sandeep Soni (Executive Director), Mr. Rajesh Kathuria (Director), Mr. V G Raghavan (Director), Mr. S Sridhar (Director), Mr. Manish Kedia (Director)

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

Enterprises controlled or significantly influenced by individual or relatives:

Essar Capital Ltd, Futura Travels 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, 2014
	Rs.	Rs.	Rs.	Rs.
Advances Given (Essar Capital Ltd)			-22,38,229	(22,38,229)
Refund of share application money (Inimitable Capital Finance Pvt)	-1,00,00,000			(1,00,00,000)
Travelling Expenses (Futura Travels Ltd)			18,297	18,297
Directors Sitting fees		61,500	(-)	61,500
Mr. Rajesh Kathuria		(-)		(-)
Mr. V G Raghavan		20,500		20,500
Mr. S Sridhar		(-)		(-)
Mr. Manish Kedia		30,500		30,500
Share application money received (Inimitable Capital Finance Pvt Ltd)	5,00,00,000	10,250	(-)	5,00,00,000
	(-)	250		(-)
		(-)		(-)

d) Balances outstanding at the end of the year:

Debit balances			22,38,229	22,38,229
			(22,38,229)	(22,38,229)
Credit balances	20,00,00,000	36,450		20,00,36,450
	(15,00,00,000)	(-)		(15,00,00,000)

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) Rs.52,638 (P.Y. Nil).

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, 2014 and in the previous year financials of 100% subsidiary of the company viz. AMW Finance Limited whose financial year ended on March 31, 2013.

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. DNRS 222/CGM (JS)-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 Information as required in terms of paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007:

Liabilities side :			
1	Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
		Rs	Rs
	(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)	-	-
Assets side :		Amount outstanding	
		Rs.	
2	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured		-
	(b) Unsecured		-
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(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		5,87,06,190
	(b) Repossessed Assets		-
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		17,72,91,608
4	Break-up of Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-
	2. Unquoted :		
	(i) Shares : (a) Equity		-
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-

<p><u>Long Term Investments :</u></p> <p><u>1. Quoted :</u></p> <p>(i) Shares : (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Government Securities</p> <p>(v) Others (please specify)</p> <p><u>2. Unquoted :</u></p> <p>(i) Shares : (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Government Securities</p> <p>(v) Others (please specify)</p>	
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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	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	23,59,97,798	23,59,97,798
Total	-	23,59,97,798	23,59,97,798

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	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	-	-

31 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 9, 2014

V. G Raghavan Sridhar Srinivasan
Director Director
Place: Mumbai
Date: May 9, 2014

Neha Sanghavi
Company Secretary

FRONTIER LEASING & FINANCE LIMITED

Significant Accounting Policies and Notes forming part of Consolidated Accounts for the year ended March 31, 2014

10 Fixed Assets

Description of Assets	Gross Block (at cost)			Depreciation / Amortisation				Net Block		
	As at April 1, 2013	Additions during the year	Deletions / written off during the year	As at March 31, 2014	As at April 1, 2013	For the year	Written back during the year	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A. Tangible Assets										
Computers & Printers	50,000	14,599	-	64,599	38,200	9,592	-	48,752	18,847	13,000
Vehicles	14,00,000	-	-	14,00,000	7,47,807	1,69,000	-	9,78,216	4,63,766	6,52,793
Total	14,50,000	14,599	-	14,64,599	7,85,407	1,78,592	-	9,61,507	5,82,632	6,56,593
	14,50,000	-	-	14,50,000	9,46,185	2,37,252	-	7,83,407	6,66,593	9,08,845
B. Intangible Assets										
Goodwill	12,06,690	-	12,06,690	-	12,06,690	-	12,06,690	-	-	-
Goodwill on consolidation	2,25,730	-	2,25,730	-	-	-	-	-	-	2,25,730
Total	14,32,420	-	14,32,420	-	12,06,690	-	12,06,690	-	-	2,25,730
	14,32,420	-	-	14,32,420	7,84,236	4,42,454	-	12,06,690	2,25,730	6,58,184
C. Capital Work-in-progress										
Expenditure in connection with intangible Assets under acquisition									15,66,922	-

STATEMENT PURSUANT TO SECTION 212(3) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

1. Name of the subsidiary company : Frontier Digital Technologies Pvt Ltd
2. For the year ended on : 31st March 2014
3. Shares of the subsidiary held by Frontier Leasing And Finance Limited on the above date
 - (a) Number of shares and face value : 10,000 Equity shares of Rs.10 each
 - (b) Extent of holding including shares held through subsidiary companies : 100%
4. Net aggregate amount the profit/(loss) of the subsidiary so far as they concern members of Frontier Leasing And Finance Limited
 - (a) Dealt within the accounts of Frontier Leasing And Finance Limited year ended 31.3.2014 : (Rs.33,336)
 - (b) Not dealt within accounts of Frontier Leasing And Finance Limited for year ended 31.3.2014 : NIL
5. Net aggregate amount of Profit/(loss) for previous financial year of the subsidiary since it became the subsidiary so far as they concern members of Frontier Leasing And Finance Limited
 - (a) Dealt within the accounts of Frontier Leasing And Finance Limited for the year ended 31.03.2014 : (NIL)
 - (b) Not dealt within accounts of Frontier Leasing And Finance Limited for the year ended 31.03.2014 : NIL

For and on behalf of the board

Mr. V.G. Raghavan (Director)

Mr. Sridhar Srinivasan (Director)

Date: 9th May, 2014

Place: Mumbai

FRONTIER LEASING AND FINANCE LIMITED

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

Tel.: +91 22 33826222 /6259 | Fax: +91 22 33826123 | Visit us at: www.lffindia.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]

30th ANNUAL GENERAL MEETING – 15th SEPTEMBER, 2014

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

I/We, being the member(s) of _____ shares of Frontier Leasing and Finance 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 30th Annual General Meeting of the Company to be held on Monday, the 15th September, 2014 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 2014

Affix One Rupee
Revenue Stamp

Signature of the member

Signature of first proxy holder Signature of second proxy holder Signature of second proxy holder

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 LEASING AND FINANCE LIMITED

Peninsula Technopark, Tower-1, 7th Floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai - 400 070
Tel.: +91 22 33826222 /6259 Fax: +91 22 33826123
Visit us at: www.flfindia.com
CIN: L65990MH1984PLC033128

ATTENDANCE SLIP

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

30th ANNUAL GENERAL MEETING - 15th SEPTEMBER, 2014

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

I hereby record my presence at the 30th Annual General Meeting of the Company at Peninsula Technopark, Tower-1, 7th Floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West), Mumbai - 400 070., on Monday, 15th September, 2014 at 11.00.A.M.

.....
Member's Folio/DP.ID-Client ID No.

.....
Name of the member/proxy
(in BLOCK letters)

.....
Signature of the member/proxy

..... No. of Shares

Note : 1] Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2] Members are to bring their copies of the Annual Report to the AGM.

FRONTIER LEASING AND FINANCE LIMITED

Peninsula Technopark, Tower-1, 7th floor, Off Bandra-Kurla Complex, LBS Marg, Kurla (West),
Mumbai - 400 070. Tel.: +91 22 33826222 /6259 Fax: +91 22 33826123
Visit us at: www.flfindia.com
CIN: L65990MH1984PLC033128

E-VOTING PARTICULARS

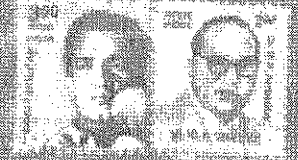
EVSN No. 140814033

Name:- Frontier Leasing and Finance Limited

Note: Please read instructions given at Note 12. (i) to (xx) of the Notice of the 30th Annual General Meeting carefully before voting electronically

BY POST

SELF-ADDRESSED ENVELOPE



To:
Manish Salveva
The Scrutinizer
Frontier Leasing & Finance Limited
7th Floor, Equinox Business Park
Peninsula Techno Park LBS Marg
Opp: BRC, p. Kurla (West), Mumbai - 400070

FRONTIER LEASING AND FINANCE LIMITED

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

Tel.: +91 22 33826222 /6259| Fax: +91 22 33826123| Visit us at: www.fffindia.com
CIN: L65990MH1984PLC033128

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address
of the sole / first named
Member :

2. Name(s) of the :
Joint-Holder(s),
if any :

3. i) Registered Folio No. :

ii) *DP ID No. & Client ID No. :

[*Applicable to Members holding shares in dematerialised form]

4. Number of Share(s) held :

5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated August 4, 2014, by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Resolutions	No of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business			
1 Adoption of Financial Statements for the Financial Year ended 31 st March, 2014 and Reports of Board of Directors and Auditors thereon			
2 Declaration of Final Dividend for the financial year ended 31 st March, 2014			
3 Appointment of a Director in place of Mr. Sandeep Soni, who retires by rotation and being eligible, offers himself for re-appointment			
4 Appointment of M/s Nisar and Kumar, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration			

Special Business				
5	Re-appointment of Mr. Sandeep Soni as Whole time Director - Executive Director			
6	Appointment of Mr. V.G Raghavan, as an Independent Director			
7	Appointment of Mr. Rajesh Kathuria, as an Independent Director			
8	Increase and Re - Classification of Authorised Share Capital Of the Company			
9	Issue of Non-Convertible Redeemable Preference Shares			
10	Change of Name from "Frontier Leasing and Finance Limited" to "Frontier Capital Limited"			
11	Amendment to Memorandum of Association & Articles of Association of the Company			

Place :

Date : _____

**Signature of the Member
or
Authorised Representative**

Notes :

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.**
- (ii) Last date for receipt of Assent/Dissent Form by the Scrutinizer: 9th September, 2014 (6.00 pm).**
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.**

P.T.O

INSTRUCTIONS

General Instructions

1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders, however the shareholders, who do not have access to e-voting facility may convey their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered, and vote casted through physical assent/dissent shall be treated as invalid.
2. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 14th August, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Assent / Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Assent / Dissent Form and send it in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer, Mr. Manish Baldeva, Practicing Company Secretary, at the registered office of the Company on or before 6.00 p.m. on 9th September, 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent /Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature.
8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.