

FRONTLINE CORPORATION LIMITED

Registered Office: 4, B.B.D. Bag (East), Stephen House,
Room No.5, 1st Floor, Kolkata- 700001, Ph. (033) 22301153, 22306825
E-mail; frontlinecorporplimited@gmail.com, cs.legal.frontline@gmail.com
Website www.frontlinecorporation.org
CIN NO.:L63090WB1989PLC099645

Date : 27th August, 2019

The General Manager, – Dept. of Corporate Services. BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Ref: Script Code: 532042	The Company Secretary, The Calcutta Stock Exchange Association Ltd., 7, Lyons Range, Kolkata – 700 001 Ref: Script Code: 016057
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Sub: Submission of Annual report for the Financial Year 2018-2019
Ref: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of our Company for the Financial Year 2018-2019 in compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the above on your record and acknowledge the receipt of the same.

Thanking you,
Yours sincerely,

For Frontline Corporation Limited



Suresh Kumar Verma
Company Secretary & Compliance Officer

Enclosed: Annual Report



FRONTLINE CORPORATION LIMITED

30th Annual Report

(2018-2019)



Frontline Corporation Limited
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Board of Directors:

Mr. Ram Prasad Agarwal	: Director & Chairman
Mr. Narayan Prasad Agarwal	: Director
Mr. Saurabh Jhunjhunwala	: Director
Ms. Aarefa Kutub Kapasi	: Independent Women Director
Mr. Virendra Sharma	: Independent Director
Mr. Jiwan Raj Khaitan	: Independent Director (ceased w.e.f. 28.9.2018)
Mr. Sital Kumar Banerjee	: Independent Director (ceased w.e.f. 28.3.2019)
Mr. Pawan Kumar Agarwal	: Managing Director
Mr. Rajesh Vasantlal Tripathi	: Independent Director (w.e.f. 8.3.2019)
Mr. Sanket Dipakbhai Sheth	: Independent Director (w.e.f. 29.3.2019)

Company Secretary : Mr. S. K. Verma

Chief Financial Officer : Mr. Roshan Lal Saklani

Statutory Auditors : M/S. Paresh Thothawala & Co.,
Chartered Accountants,
Ahmadabad.

Bankers : Dena Bank
HDFC Bank Ltd.
Indusind Bank
ICICI Bank Limited
Punjab & Sind Bank
Standard Chartered Bank
State Bank of India
Union Bank of India
The Jammu & Kashmir Bank Limited

Registered Office : 4, B. B. D. Bag (East),
Stephen House, Room No. 5, 1st Floor,
Kolkata – 700 001
Phone- 033-22301153, 22306825
Fax- 033 – 2243 6124

Corporate Office : 4th Floor, Shalin Building,
Near Nehru Bridge Corner,
Ashram Road, Ahmedabad – 380 009
Phone-079-26578201, 26580414
Fax- 079-26576619, 26580287

Registrar & Transfer Agent : Bigshare Services Private Limited
Branch Address A-802, Samudra Complex Near Klassic Gold Hotel
Girish Cold Drink , off C G Road , Navrangpura
Ahmedabad Gujarat - 380009
Phone No. -079-40024135, Mob. 9971542155
web: www.bigshareonline.com

NOTICE

NOTICE is hereby given that the 30th **Annual General Meeting** of the members of Frontline Corporation Limited will be held at 10.00 a.m. on Thursday, 19th September, 2019 at its Registered Office at 4, B. B. D. Bag (East), Stephen House, Room No. 5, 1st Floor, Kolkata – 700 001 to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended March 31, 2019 and the Balance Sheet for the year ended on March 31, 2019 and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and the Auditors there on and other documents attached or annexed thereto.

2. To Re-appoint Mr. Ram Prasad Agarwala , Director of the Company (holding Director Identification Number 00060359), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible, offers himself for Re-appointment.

3. To Re-appoint Mr. Saurabh Jhunhunwala, Director of the Company (holding Director Identification Number 00060432), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible, offers himself for Re-appointment.

4. To Appoint the Statutory 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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, the appointment of M/S S M PANSURIYA & CO. (Firm Registration No. 126729W) , be and is hereby appointed as Statutory auditors for a period of five financial years (commencing from 1st April, 2019) and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorised to fix their remuneration for each financial year and permit reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT, pursuant to the provision of Section 185 of the Companies Act, 2013 and of the rules made thereunder, consent of the members of the Company be and is hereby accorded to the grant of loans, investments or giving of security or guarantee for the loans availed or to be availed by the following body corporates one in which one or more Director(s) of the Company are interested, either directly or indirectly

- a. Bajrang Refractories Private Limited
- b. Fairdeal Supplies Limited.
- c. Shiv Shakti Steels Private Limited
- d. Falgun Export Private Limited
- e. Prima Financial Services Limited

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“RESOLVED FURTHER THAT, the maximum amount of loans and / or investments shall not exceed Rs. 100.00 Crores at any time”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds that may be necessary in the matter.”

6. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to provisions of Section 149 and 152 read with Schedule IV and other applicable provision, if any, of the Companies Act, 2013 and of rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended from time to time Mr. Virendra Sharma (DIN : 01148786) Independent Director of the Company whose term expired on 31st March, 2019 be and is hereby reappointed as an Independent Director for another term of five years and shall hold office upto 31st March, 2024”

“RESOLVED FURTHER THAT, Mr. Virendra Sharma shall not be liable to retire by rotation”

7. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to provisions of Section 149 and 152 read with Schedule IV and other applicable provision, if any, of the Companies Act, 2013 and of rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended from time to time Mrs. Aarefa Kutub Kapasi (DIN : 07127418) Independent Director of the Company whose term expires on 22nd March, 2020 be and is hereby reappointed as an Independent Director for another term of five years and shall hold office upto 21st March, 2025”

“RESOLVED FURTHER THAT, Mrs. Aarefa Kutub Kapasi shall not be liable to retire by rotation”

8. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to provision of Section 142, 152 and other applicable provision, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, as amended from time to time Mr. Rajesh Vasantlal Tripathi, (DIN : 08362877) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 8th March, 2019 as an Independent Director of the Company and who being eligible for appointment has consented to act as an Independent Director be and is hereby appointed as an Independent Director for a period of five years upto 7th March, 2024”

“RESOLVED FURTHER THAT, Mr. Rajesh Vasantlal Tripathi shall not be liable to retire by rotation”

9. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to provision of Section 142, 152 and other applicable provision, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, as amended from time to time Mr. Sanket Dipakbhai Sheth, (DIN : 08405839) who was appointed as an

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Additional Director by the Board of Directors of the Company with effect from 29th March, 2019 as an Independent Director of the Company and who being eligible for appointment has consented to act as an Independent Director be and is hereby appointed as an Independent Director for a period of five years upto 28th March, 2024”

“RESOLVED FURTHER THAT, Mr. Sanket Dipkbhai Sheth shall not be liable to retire by rotation”

By order of the Board of Directors of
Frontline Corporation Limited

Place: Ahmedabad
Date: 23rd August, 2019

Sd/-
Pawan Kumar Agarwal
Managing Director
DIN : 00060418

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NOTES:

A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETINGS) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY The proxy from duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting. A person cannot hold more than 50 proxies. Explanatory Statement in respect of Special Business pursuant to Section 173 of the Companies Act, 2013 is also annexed.

B. Pursuant to the provision of Section 91 of the Companies Act , 2013 the registered of members and share transfer books of the Company will remain close from Saturday, 14th September, 2019 to Thursday, 19th September, 2019 (both the days inclusive), for the purpose of annual general meeting.

C. All documents referred to in the notice and the explanatory statement requiring the approval of the members at the meeting and other statutory register shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the Annual General Meeting.

D. The Notice of the 30th Annual General Meeting with instruction for e-voting, along with attendance slip and proxy form is being dispatched to the Members by Post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company /Depositories) whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 16th August, 2019. Members may also note that the notice of the 30th AGM and the Annual Report 2018-19 will be available on the Company's website frontlinecorporation.org

E. As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form SH-14 for cancellation/ variation as the case may be to the RTA.

F. A Map showing the Venue of the Annual General Meeting is enclosed herewith.

G. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an Agreement with NSDL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for e-voting are as under:

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 16th September, 2019 (9:00 am) and ends on 18th September, 2019 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “FRONTLINE CORPORATION LIMITED ”-11466.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jalanalkesh@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
111466		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the