

19th
**ANNUAL
REPORT**
2012-2013



FRONTLINE
SECURITIES LIMITED

CORPORATE INFORMATION

Board of Directors	Mr. Rakesh K. Jain, Chairman Dr. C. S. Bedi Mr. Atul K. Jain Mr. Arun K. Jain Mr. Baljit Singh Bedi Mrs. Sarabjeet Kaur Mr. Gauri Shanker Pandey
Company Secretary	Mr. Avinash Chandra
Auditors	J. Jain & Company Chartered Accountants 202-H, Paras Bazar, Gali Ghante Wali Chandni Chowk, Delhi-110006
Registrar & Transfer Agent	Link Intime India Private Limited 44 Community Centre, 2 nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi – 110028
Bankers	HDFC Bank, New Delhi
Registered Office	M-6, M-Block Market Greater Kailash-II, New Delhi - 110 048
Branch Office	B-22, Sector-4 Noida-201301
Website	www.fslindia.com

INDEX

Item Description	Page No.
• Notice of AGM	1-7
• Director's Report	8-13
• Management Discussion and Analysis Report	14-16
• Report on Corporate Governance	17-32
• Balance Sheet, Profit & Loss Account and Cash Flow Statement	33-42
• Accounting Policies and Notes to Accounts	43-64
• Shareholder Information Form	
• ECS Mandate Form	
• Proxy Form	
• Attendance Slip	

NOTICE OF AGM

Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held on Monday, September 23, 2013 at 9.45 a.m. at Air Force Auditorium, Subroto Park, New Delhi to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
- 2) To declare dividend on the equity shares for the financial year ended March 31, 2013.
- 3) To appoint a Director in place of Dr. C. S. Bedi, who retires by rotation, and being eligible offers himself for reappointment.
- 4) To appoint a Director in place of Mr. Baljit Singh Bedi, who retires by rotation, and being eligible offers himself for reappointment.
- 5) To appoint M/s J. Jain & Company, Chartered Accountants (ICAI Regn No. 83450) as the Statutory Auditors of the Company to hold office from the conclusion of this 19th Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company and to authorize the Board of Directors to fix the remuneration of Auditors.

SPECIAL BUSINESS

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

“Resolved that Mr. Gauri Shanker Pandey who was appointed as an Additional Director w.e.f. 16th March 2013 in terms of section 260 of the Companies Act, 1956 and Article 101 of the Articles of Association of the Company, to hold office till the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as Director of the Company”.

“Resolved further that pursuant to the provisions of Section 269 and other applicable provisions, if any, of the Companies Act, 1956 approval of the Members be and is hereby accorded to the appointment of Mr. Gauri Shanker Pandey as Whole Time Director with effect from 16th March, 2013 for a period of 5 years.

“Resolved further that the remuneration paid to Mr. Gauri Shanker Pandey w.e.f. March 16, 2013 and as increased w.e.f. April 1, 2013 (details of both of which are captured in the explanatory statement annexed to this notice) be and is hereby ratified.

“Resolved further that Mr. Gauri Shanker Pandey, Whole Time Director of the Company be and is hereby paid such remuneration as the Board of Directors may deem fit from time to time subject to the relevant provisions of Companies Act, 1956 and Articles of the Company.”

By order of the Board
For **FRONTLINE SECURITIES LIMITED**

Place : Noida
Date : May 30, 2013

Avinash Chandra
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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 INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
2. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. An Explanatory statement pursuant to section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. At the ensuing Annual General Meeting, Dr. C. S. Bedi and Mr. Baljit Singh Bedi retire by rotation and being eligible offer themselves for reappointment. The information or details to be provided in terms of Clause 49 of the Listing Agreement is provided in the Report on Corporate Governance available elsewhere in this Report. The Board of Directors of the Company commends the said appointments.
5. M/s Link Intime India Private Limited, 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110028 is the Registrar and Share Transfer Agent for physical shares of the Company. Intime is also the depository interface of the Company with both NSDL and CDSL.
6. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Company at its Registered Office, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 17, 2013**, to **Monday, September 23, 2013**, (both days inclusive).
8. Dividend on equity shares @7.5% on the paid-up equity share capital i.e. Rs. 0.75 per equity share as recommended by the Board of Directors, if declared by the shareholders at the 19th Annual General Meeting, will be paid to those

shareholders whose names appear on the Register of Members of the Company as on September 17, 2013 and also to the Beneficial Owners of equity shares held in electronic form as per the details furnished by the Depositories for this purpose as on the close of business hours on September 16, 2013.

9. Members / proxies should bring the attendance slips duly filled in and signed for attending the meeting.
10. All material documents relating to the matters proposed in the Notice, Memorandum and Articles of Association of the Company etc are open for inspection to the members till the date of the Annual General Meeting from 11 a.m. till 1 p.m. on all working days at the registered office of the Company.
11. The Company has transferred unclaimed amounts of dividends paid upto March 31, 2005 to the General Revenue Account / Investor Education and Protection Fund of the Central Government as required under Sections 205A and 205C of the Companies Act, 1956. Further, shortly the Company will initiate the process of transfer of unclaimed dividend pertaining to the financial year 2005-2006 to the Investor Education and Protection Fund in October, 2013.

Members are therefore requested to encash their dividend warrants immediately for the year 2005-2006 and subsequent financial years. Members are requested to write to the Company and/ or Registrar and Share Transfer Agents, if any dividend warrant is due and pending to be paid so that fresh/revalidated warrants could be issued by the Company.

12. Payment of Dividend through ECS:

The Securities & Exchange Board of India (SEBI) and the Ministry of Corporate Affairs have made it mandatory for all the Listed Companies to offer Electronic Clearing Services (ECS) facilities for payment of dividend, wherever applicable. In view of the above:

- a. Shareholders holding shares in physical form are advised to submit particulars of their bank account in the ECS Mandate Form, annexed to this report latest by Monday, September 16, 2013, to the Company Secretary at B-22, Sector-4, Noida, Uttar Pradesh-201301 or M/s Link Intime India Private Limited at 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110028.
- b. Shareholders holding shares in demat form are advised to inform the particulars of their bank account to their respective depository participants.

13. Members who hold shares in physical form may nominate a person in respect of all shares held by them whether singly or jointly. Members who hold shares singly are advised to avail of the nomination facility by filing Form 2B in their own interest. Blank forms will be provided by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
14. To provide speedy redressal of investor grievances the Company has designated an e-mail ID viz., investor@fsltechnologies.com exclusively for registering complaints/grievances by investors.
15. Any queries relating to Accounts must be sent to the company at least 10 days before the date of the Annual General Meeting.
16. For effective communication, shareholders are requested to update their details as to address and e-mail id. For shareholders holding shares in physical form, the same may be provided in '**Shareholder Information Form**' provided in the Annual Report. Shareholders holding shares in demat form are requested to update the same with their Depository Participant(s).

By order of the Board
For **FRONTLINE SECURITIES LIMITED**

Place : Noida
Date : May 30, 2013

Avinash Chandra
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Pursuant to Article 101 of the Articles of Association of the Company, the Board of Directors at their meeting held on 16th March, 2013 appointed Mr. Gauri Shanker Pandey as an Additional Director. Mr. Gauri Shanker Pandey is HR Manager in the Company. Mr. Gauri Shanker Pandey is a Director in Frontline Capital Services Limited, FSL Software Technologies Limited and Wonder Buildtech Private Limited.

The Board now recommends the appointment of Mr. Gauri Shanker Pandey as a Whole time Director w.e.f. 16th March, 2013 for a period of 5 years.

PART- A

Salary Structure - Payable from March 16, 2013 to March 31, 2013

Components	Amount per month (in Rs.)
Basic	30,000
HRA	30,000
TA	800
Other Allowance	7,150
Medical Reimbursement	1,250
Gross Salary	69,200
PF(Employer's Contribution)	3,600
Gratuity	1,500
Bonus	700
Cost to Company (CTC)	75,000