

20th

**ANNUAL  
REPORT**  

---

**2013-2014**

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**FRONTLINE**  
SECURITIES LIMITED



## **CORPORATE INFORMATION**

<b>Board of Directors</b>	Mr. Rakesh K. Jain, Chairman Mr. Gauri Shanker Pandey Dr. C. S. Bedi Mr. Atul K. Jain Mr. Arun K. Jain Mr. Baljit Singh Bedi Mrs. Sarabjeet Kaur
<b>Company Secretary</b>	Avinash Chandra
<b>Chief Financial Officer</b>	CA. Bhawna Grover
<b>Auditors</b>	J. Jain & Company Chartered Accountants 202-H, Paras Bazar, Gali Ghante Wali Chandni Chowk Delhi-110006
<b>Registrar &amp; Transfer Agent</b>	Link Intime India Private Limited 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi – 110028
<b>Bankers</b>	HDFC Bank, New Delhi
<b>Registered Office</b>	M-6, M-Block Market Greater Kailash-II, New Delhi-110 048
<b>Branch Office</b>	B-22 Sector-4 Noida-201301
<b>CIN No.</b>	L74899DL1994PLC058837
<b>Website</b>	<a href="http://www.fslindia.com">www.fslindia.com</a>

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## **NOTICE OF AGM**

Notice is hereby given that the Twentieth Annual General Meeting of the Company will be held on Wednesday, September 17, 2014 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, 2014 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, 2014.
- 3) To appoint a Director in place of Mrs. Sarabjeet Kaur, (holding DIN No. 00013395), who retires by rotation and, being eligible, offers herself for reappointment.
- 4) Appointment of Auditors  
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s J.Jain & Company, Chartered Accountants (Firm Registration No. 004208N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-third AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS**

- 5) Appointment of Mr. Arun K. Jain as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Arun K. Jain (DIN: 00050925), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 17, 2014 up to September 16, 2019.”

6) Appointment of Mr. Atul K. Jain as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Atul K. Jain (DIN: 00133750), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 17, 2014 up to September 16, 2019.”

7) Appointment of Dr. Charanjeet Singh Bedi as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Charanjeet Singh Bedi (DIN: 00095912), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 17, 2014 up to September 16, 2019.”

8) Appointment of Mr. Baljit Singh Bedi as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Baljit Singh Bedi (DIN : 00112425), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 17, 2014 up to September 16, 2019.”

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

Place : Noida  
Date : May 30, 2014

**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 the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 4 to 8 is annexed hereto.
3. 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.
4. At the ensuing Annual General Meeting, Mrs. Sarabjeet Kaur, (holding DIN No. 00013395) retires by rotation and being eligible offer herself 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 appointment.
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 **Thursday, September 11, 2014, to Wednesday, September 17, 2014**, (both days inclusive).
8. Dividend on equity shares @10% on the paid-up equity share capital i.e. Re. 1 per equity share as recommended by the Board of Directors, if declared by the shareholders at the 20<sup>th</sup> Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Company



as on September 11, 2014 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 10, 2014.

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, 2006 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 2006-2007 to the Investor Education and Protection Fund in October, 2014.

Members are therefore requested to encash their dividend warrants immediately for the year 2006-2007 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 Wednesday, September 10, 2014, 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](mailto: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).
17. **Request to Shareholders:**
  - a) Shareholders are requested to note that copies of the Annual Report will not be distributed at the venue of the meeting. Shareholders/Proxyholders/Authorized Representatives are, therefore, requested to bring their copies of the Annual Report to the meeting. The Annual Report along with formats is being posted on the Company's website at [www.fslindia.com](http://www.fslindia.com).
  - b) Electronic copy of the Annual Report for 2013-14 is being sent to all the shareholders whose email IDs are registered with the RTA / Depository Participant(s) for communication purposes unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their email address, physical copies of the Annual Report for 2013-14 are being sent in the permitted mode.
  - c) Electronic copy of the Notice of the 20<sup>th</sup> Annual General Meeting (AGM) of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being emailed to all the shareholders whose email IDs are registered with the RTA/Depository Participant(s) for communication purposes unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their email address, physical copies of the Notice of the 20<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
  - d) Shareholders may also note that the Notice of the 20<sup>th</sup> AGM and the Annual Report for 2013-14 will also be available on the Company's website [www.fslindia.com](http://www.fslindia.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at M-6, IInd Floor, M- Block Market, Greater Kailash- II, New Delhi-110048 for inspection during normal business hours on working days. Even after registering for e-communication, shareholders are entitled to receive such communication in physical form, upon making a specific request,