

22nd
**ANNUAL
REPORT**

2015-2016



FRONTLINE
SECURITIES LIMITED

CORPORATE INFORMATION**BOARD OF DIRECTORS:**

- | | |
|-----------------------------|--------------------------|
| • Mr. Rakesh K. Jain | Non – Executive Chairman |
| • Mr. Gauri Shanker Pandey | Whole Time Director |
| • Mr. Arun K. Jain | Independent Director |
| • Mr. Atul K. Jain | Independent Director |
| • Dr. Charanjeet Singh Bedi | Independent Director |
| • Mr. Baljit Singh Bedi | Independent Director |
| • Mrs. Sarabjeet Kaur | Woman Director |

KEY MANAGERIAL PERSONNEL:

- | | |
|----------------------------|--|
| • Mr. Lav Agarwal | Chief Financial Officer |
| • Ms. Richa Arora | Company Secretary & Compliance officer |
| • Mr. Gauri Shanker Pandey | Whole Time Director |

CIN:

L74899DL1994PLC058837

REGISTERED OFFICE:

M-6, IInd Floor, M Block Market, Greater Kailash-II, New Delhi- 110048

BRANCH OFFICE:

B-22, Sector-4, Noida-201301

Tel: +91-120-2534066,

Fax: +91-120-2534111

WEBSITE :**www.fslindia.com****AUDITORS:**J. Jain & Company, *Chartered Accountants*
202-H, Paras Bazar, Gali Ghante Wali,
Chandni Chowk, Delhi-110006**BANKERS:**

HDFC Bank, New Delhi

REGISTRAR & SHARE**TRANSFER AGENTS:**Link Intime India Private Limited
44 Community Centre, 2nd Floor, Naraina
Industrial Area, Phase-I,
Near PVR, Naraina, New Delhi-110028

22nd Annual General Meeting
09:45 a.m, Tuesday, September 20th, 2016
PHD House-Lakshmipat Singhanian Auditorium,
4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

INDEX

Item Description	Page No.
• Notice of AGM	3-9
• Director's Report	10-38
• Management & Discussion and Analysis Report	39-40
• Report on Corporate Governance	41-59
• Balance Sheet, Profit & Loss Account and Cash Flow Statements	60-73
• Accounting Policies and Notes to Accounts	74-99
• Shareholder Information Form	
• ECS Mandate Form	
• Proxy Form	
• Attendance Slip	
• Route Map to the Venue of AGM	

NOTICE OF AGM

Notice is hereby given that the 22nd (Twenty Second) Annual General Meeting of **Frontline Securities Limited** for the Financial Year 2015-16 will be held on Tuesday, the 20th day of September, 2016 at 09:45 a.m. at PHD House-Lakshmipat Singhanian Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements for the Financial Year ended 31st March, 2016 along with Director's Report and Auditor's Report thereon.
- 2) To declare dividend @ 5% on the equity shares for the financial year ended 31st March 2016.
- 3) To appoint a Director in place of Mrs. Sarabjeet Kaur (holding DIN-00013395), who retires by rotation, and being eligible offers herself for reappointment.
- 4) 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 all other applicable provisions, if any, of the Companies act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s J. Jain & Company, Chartered Accountants (Firm Registration No. 004208N), 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 at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of the Directors of the Company and the Auditors.”

By Order of the Board of Directors

For Frontline Securities Limited

Place: Noida

Richa Arora

Date: 25.05.2016

COMPANY SECRETARY

M.No. A42906

NOTES:

1. **A member entitled to attend and vote is authorized 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. A proxy Form is annexed hereto.
2. Corporate members intending to send their authorized 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. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
4. At the ensuing Annual General Meeting, **Mrs. Sarabjeet Kaur** (holding DIN No. 00013395) retires by rotation and being eligible offers herself for reappointment. The information or details to be provided in terms of Regulation 34(3) & Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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. Link 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. For effective communication, shareholders are requested to update their details related to their 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).
8. 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. to 1 p.m. on all working days at the registered office of the Company.
9. Every Member entitled to vote at the meeting, shall be entitled during the period beginning twenty four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the company, provided not less than three days' Notice in writing of such intention is given to the company.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 13, 2016**, to **Tuesday, September 20, 2016**, (both days inclusive).
11. Final Dividend on equity shares @ 5% on the paid-up equity share capital i.e. Re 0.50 per equity share as recommended by the Board of Directors, if declared by the shareholders at the 22nd Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Company as on September 13, 2016 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 12, 2016.
12. The Company has transferred unclaimed amount of dividends paid up to March 31, 2008 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 2008-2009 to the Investor Education and Protection Fund in October, 2016.

Members are therefore requested to encash their dividend warrants immediately for the year 2008-2009 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

13. Payment of Dividend through ECS:

- a) 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,
 - 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 12, 2016, 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,
 - shareholders holding shares in demat form are advised to inform the particulars of their bank account to their respective depository participants.,
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 the convenience of the Members, Route Map to the venue of the AGM forms part of the Annual Report.

17. Request to Shareholders:

- a) To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited (RTA)/ Depositories / the Company.
- b) Shareholders are requested to note that copies of the Annual Report will not be distributed at the venue of the meeting. Shareholders/Proxy holders/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.
- c) The Notice of the AGM along with Annual Report for Financial Year 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

- d) Shareholders may also note that the Notice of the 22nd AGM and the Annual Report for Financial Year 2015-16 will also be available on the Company's website 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, free of cost, upon making a specific request by post. The shareholders may also send their requests to the Company's email-id: investor@fsltechnologies.com.
- e) Shareholders may kindly note that no gift/gift coupon will be distributed at the meeting.

18. Voting for transaction of Business:

- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e- voting services provided by CDSL, on all the resolutions set forth in this notice. Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again at the Annual General Meeting.
- The voting period begins at 9:00 a.m. on 17th September, 2016 and ends at 5:00 p.m. on 19th September, 2016. 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 September 13, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure and instructions to members for voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders”.
- 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 & Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY) as recorded in your demat account or in the company in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
19. 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.

By Order of the Board of Directors
For Frontline Securities Limited

Place: Noida

Date: 25.05.2016

Richa Arora
COMPANY SECRETARY
M.No. A42906

