

25th
**ANNUAL
REPORT
2018-2019**



FRONTLINE
SECURITIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

• Mr. Rakesh K. Jain	Non – Executive and Promoter Director
• 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	Non-Executive Director

KEY MANAGERIAL PERSONNEL:

• Mr. Gauri Shanker Pandey	Whole Time Director
• Ms. Pooja Gupta	Company Secretary & Compliance officer

CIN: L65100DL1994PLC058837

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

BRANCH OFFICE: B-22, Sector-4, Noida-201 301
Tel: +91-120-2534067, 68

WEBSITE: www.fslindia.com

AUDITORS: Walecha Inder & Associates
Chartered Accountants
6 - 8, Sanjay Market, R - Block
Greater Kailash-I,
New Delhi – 110048

BANKERS: HDFC Bank, New Delhi

**REGISTRAR & SHARE
TRANSFER AGENTS:** Link Intime India Private Limited
Noble Heights, 1st Floor, Plot NH 2, C-1 Block
LSC, Near Savitri Market, Janakpuri,
New Delhi-110058

25th Annual General Meeting
09:45 A.M., Thursday, September 12th, 2019
PHD House-Lakshmipat Singhania Auditorium,
4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

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NOTICE OF AGM

Notice is hereby given that 25th (Twenty Fifth) Annual General Meeting of **Frontline Securities Limited** for the Financial Year 2018-19 will be held on Thursday, the 12th day of September, 2019 at 09:45 A.M. at PHD House-Lakshmipat Singhania Auditorium, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following businesses:

ORDINARY BUSINESS:**Item No 1: Adoption of Financial Statements**

To receive, consider and adopt the Financial Statements for the Financial Year ended 31st March, 2019 along with Director's Report and Auditor's Report thereon.

Item No 2: Declaration of Dividend

To declare dividend @ 5% (Rs. 0.25) on the Equity Shares of the Company for the financial year ended 31st March, 2019.

Item No 3: Appointment of Mr. Rakesh K. Jain as a Director, liable to retire by rotation.

To appoint a Director in place of Mr. Rakesh K. Jain (holding DIN: 00050524), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**Item No. 4: Change in terms of Appointment and increase in remuneration payable to Ms. Richa Arora, Whole Time Director and Company Secretary 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 the Section 196 read with Schedule V and other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the approval of the Members of the Company be and is hereby accorded to increase the remuneration payable to Ms. Richa Arora, Whole Time Director and Company Secretary w.e.f April 1st, 2019 on the terms and conditions as set out in the explanatory statement attached to the Notice of this Annual General Meeting.

RESOLVED FURTHER THAT the term of office of Ms. Richa Arora shall be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

Item No. 5: Re-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 a **Special 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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Mr. Arun K. Jain (DIN: 00050925), a Non-Executive 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 Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 12, 2019 or till such earlier date to conform with the policy on

retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Item No. 6: Re-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 a **Special 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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Mr. Atul K. Jain (DIN: 00133750), a Non-Executive 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 Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 12, 2019 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Item No. 7: Re-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 a **Special 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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Dr. Charanjeet Singh Bedi (DIN: 00095912), a Non-Executive 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 Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 12, 2019 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Item No. 8: Re-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 a **Special 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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Mr. Baljit Singh Bedi (DIN: 00112425), a Non-Executive 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 Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 12, 2019 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

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

**Date: 05.08.2019
Place: Noida**

**Pooja Gupta
Company Secretary
Membership No. : A42583**

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of item no. 4,5,6,7 and 8 is annexed hereto and forms the part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING 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 commencement of 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.

3. 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.
4. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. At the ensuing Annual General Meeting, **Mr. Rakesh K. Jain (holding DIN-00050524)** retires by rotation and being eligible offers himself 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 explanatory statement annexed herewith. The Board of Directors of the Company recommends the said re-appointment.

Further, at the Meeting held on 24th May, 2019 the Board has recommended the re-appointment of Mr. Arun K. Jain (DIN: 00050925), Mr. Atul K. Jain (DIN: 00133750), Mr. Baljit Singh Bedi (DIN: 00112425) and Dr. Charanjeet Singh Bedi (DIN: 00095912) as Independent Directors of the Company, subject to approval of Shareholders in the ensuing Annual General Meeting.

6. Ms. Richa Arora, Company Secretary and Whole Time Director of the company has resigned from the office w.e.f. July 17, 2019 and Ms Pooja Gupta has joined as Company Secretary and compliance officer w.e.f. August, 05, 2019.
7. M/s Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 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.
8. 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).
9. 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).
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. to 1 p.m. on all working days at the registered office of the Company.
11. 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.

12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 6th, 2019 to Thursday, September 12, 2019 (both days inclusive).
13. Final Dividend on equity shares @ 5% on the paid-up equity share capital i.e. Rs 0.25 per equity share as recommended by the Board of Directors, if declared by the shareholders at the 25th Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Company as on Thursday September 5, 2019 after giving effect to all valid transfers in Physical Form lodged with the Company and RTA on or before Thursday 5th September, 2019 and in respect of members whose shares are held in electronic form, to those Beneficial Owners as per the details furnished by the Depositories for this purpose at the close of business hours on Thursday, September 5th, 2019.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participant with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
15. Pursuant to Section 123 and 124 of Companies Act, 2013, the Company has transferred on due dates, the unclaimed Final Dividend for the financial year ended on 31st March, 2011 to the Investor Education Protection Fund established by the Central Government. Further shortly the company will initiate the process of transfer of unclaimed dividend pertaining to the financial year 2011-12 to the Investor Education Protection Fund in September, 2019

Further, Pursuant to the Section 124 of the Companies Act, 2013, the Company is required to transfer the shares in respect of which no dividend has been claimed for seven or more consecutive years to the Investor Education Protection Fund established by the Central Government. It may be also noted all the corporate benefits accruing on these shares like bonus, dividends, spilt etc if any shall be credited to the said fund. The Company will transfer said shares in the month of September, 2019.

16. 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 Thursday, September 5th, 2019, to the Company Secretary at B-22, Sector-4, Noida, Uttar Pradesh-201301 or M/s Link Intime India Private Limited at Noble Heights, 1st Floor Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, Delhi-110058.
 - Shareholders holding shares in demat form are advised to inform the particulars of their bank account to their respective depository participants.
17. To provide speedy redressal of investor grievances, the Company has designated an E-mail ID viz. investor@fsltechnologies.com or secretarial@fsltechnologies.com exclusively for registering complaints/grievances by investors.
18. Any queries relating to Accounts must be sent to the company at least 10 days before the date of the Annual General Meeting.
19. For the Convenience of the Members, Route Map to the Venue of the AGM forms part of the Annual Report.
- 20. 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 / 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) Electronic copy of the Annual Report of the 25th Annual General Meeting of the Company inter-alia indicating the process and manner of electronic voting (e- voting) along with the Attendance slip and route map is being sent to all members whose e-mail ids are registered with Company/DP/RTA for the communication purpose, unless any member has requested for a hard copy of the same. For members who have not registered their email address. Physical copy of the Annual Report along with Notice, Attendance slip, Proxy form and Route map being send in permitted mode.
- d) Shareholders may also note that the Notice of the 25th AGM and the Annual Report for Financial Year 2018-19 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 and also at the corporate office of the Company at B-22, Sector-4, Noida 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 or secretarial@fsltechnologies.com.
- e) Shareholders may kindly note that no gift/gift coupon will be distributed at the meeting.

21. Voting for transaction of Business through Electronic Means:

- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI, the Company is providing the facility to Shareholder to cast their vote electronically, through the e- voting services provided by Link Intime India Private Limited, 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 Monday, 9th September, 2019 and ends at 5:00 p.m. on Wednesday, 11th September, 2019. During these 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 5th, 2019, may cast their votes electronically. The e-voting module shall be disabled by Link Intime India Private Limited 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 for shareholders to vote electronically

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.

Note : Kindly use 190163 as Event No. for the aforesaid purpose.

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or 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/Registered their PAN with the Company/ Depository Participant are requested to use the sequences number mentioned on the cover page of the Annual report.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.