

NOTICE OF AGM

Notice is hereby given that the 24th (Twenty Fourth) Annual General Meeting of **Frontline Securities Limited** for the Financial Year 2017-18 will be held on Tuesday, the 25th day of September, 2018 at 09:45 A.M. at PHD House-Lakshmi Pat Singhania 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, 2018 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 2018.
- 3) To appoint a Director in place of Mrs. Sarabjeet Kaur (holding DIN- 00013395), who retires by rotation, and being eligible offers herself for re-appointment.
- 4) **Ratification of Statutory Auditor**

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, the Company hereby ratifies the appointment of M/s. Walecha Inder & Associates, Chartered Accountants, (Firm Registration No. 014205N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty-Fifth Annual General Meeting to be held for the Financial Year 2018-2019 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors and the Auditor.

SPECIAL BUSINESS:

- 5) **Sub-Division of equity shares from the Face Value of Rs. 10/- to Face Value of Rs. 5/- per share.**

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 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company and subject to other approval(s), consent(s), permission(s) and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs.10/- (Rupees Ten only) fully paid-up into 2 (Two) Equity Shares having Face Value of Rs. 5/- (Rupees Five Only) each fully paid-up on such date as may be fixed by the Board of Directors of the Company for this purpose (herein referred as the **“Record date”**.)

RESOLVED FURTHER THAT pursuant to sub-division of the Equity Shares of the Company, the authorized, issued, subscribed and paid up Equity Share Capital of 1(one) Equity Share of the Face value Rs. 10/- (Rupees Ten only) each shall stand sub-divided into 2 (Two) Equity Shares of the Face value of Rs. 5/- (Rupee Five Only) each from the Record Date subject to the terms of Memorandum and Articles of Association and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 5/- (Rupee Five Only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard.”

6) Amendment to Clause V of the Memorandum of Association 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 contained in Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted thereof by the following clause:

“The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each fully paid-up.”

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

7) Alteration of Objects Clause in the Memorandum of Association of the Company

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

“**RESOLVED** that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Delhi (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clauses under Part - A of Clause III, after the existing sub-clause 14:

15. *“To let on lease, sub lease, mortgage, grant licenses, easements, options, virtual renting, co-working and other rights over and in any other manner deal with, or dispose of, all or any part of the undertaking, property (ies) and asset(s) (present and future) of the Company for any consideration and in particular (without prejudice to the generality) for any security or for a share of profit or royalty or other periodic deferred payment”.*

16. *To enter into franchise agreement(s) or contracts with various institution(s) , bodies, Government Companies, corporate(s), individual(s) in India or abroad to run, operate, construct, maintain restaurant(s)/ café(s), hotel, education centre, day care etc or for carrying on all or any of the objects of the Company.*

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Delhi (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clauses under Part - B of Clause III, after the existing sub-clause 106:

107. *To set up, purchase, take on lease, or otherwise acquire, establish, maintain, operate, run, manage, administer or let on lease hospitals, nursing homes, clinics for in-door and out-door patients, rehabilitation centers, day care, healthcare centers and wellness centers.*

108. *To carry on, in India or elsewhere, either alone or jointly with one or more persons, companies, government, or other entities and bodies of any kind, the business of hotels of every kind and sort, including,*

banquet facilities, conference facilities, meeting rooms, function halls, convention centers, shopping galleries, retail and service shops, offices, libraries, swimming pool, health club, spa, fitness centers, gym, beauty parlors, saloons, gaming center amusement and recreational facilities, parking, back offices, along with all the conveniences, amenities and facilities adjunct thereto and such other facilities as may be provided and to own, purchase, take over, acquire, erect, construct, build, set up, furnish, adapt, manage, franchise, run, use, maintain, operate or in any other manner and in all its aspects deal in, hotels/centers of every kind and sort.

“**RESOLVED FURTHER** that any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause 4 of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

8) Re- Appointment of Mr. Gauri Shanker Pandey as the Whole time 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** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re- appoint Mr. Gauri Shanker Pandey (DIN: 00050614) as the Whole time Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 16th March, 2018 , on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the term of office of Mr. Gauri Shanker Pandey shall not be liable to retire by Rotation.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

9) Increase in Remuneration payable to Ms. Richa Arora, Whole Time Director & 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 Section 197 read with Schedule V and other applicable provision 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 & Company Secretary w.e.f April 1st, 2018 on the terms and conditions as set out in the explanatory statement attached to the Notice of this Annual General Meeting.

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

By Order of the Board of Directors
For Frontline Securities Limited

Richa Arora

Whole Time Director & Company Secretary

DIN: 07825684

Place: Noida

Date: 10.08.2018

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of item No. 4, 5,6,7,8 & 9 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, Mrs. Sarabjeet Kaur (holding DIN- 00013395) retires by rotation and being eligible offers herself for re-appointment. 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 commends the said re-appointment.
6. 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.
7. 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).
8. 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).
9. 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.

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available for inspection by the members at the AGM.
10. 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.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19th, 2018, to Tuesday, September 25th, 2018 (both days inclusive).

12. 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 24th Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Company as on September 19th, 2018 after giving effect to all valid transfers in Physical Form lodged with the Company and RTA on or before 18th September, 2018 and in respect of the members whose shares are held in electronic form, to those Beneficial Owners as per the details furnished by the Depositories at the close of business hours on 18th September, 2018.
13. 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.
14. 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, 2010 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 2010-2011 to the Investor Education Protection Fund in November, 2018.

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 claim 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 benefit accruing on these Shares like bonus, dividends, sub-division etc if any shall be credited to said fund. The Company will transfer said shares in the Month of November, 2018.

Members are therefore requested to en-cash their dividend warrants immediately for the year 2010-2011 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.

15. **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 Tuesday, September 18th, 2018, 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.
16. To provide speedy redressal of investor grievances, the Company has designated E-mail ID's viz. investor@fsltechnologies.com / secretarial@fsltechnologies.com exclusively for registering complaints/grievances by investors.
17. Any queries relating to Accounts must be sent to the company at least 10 days before the date of the Annual General Meeting.
18. For the Convenience of the Members, Route Map to the venue of the AGM forms part of the Annual Report and is also available on the website of the Company.

19. **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) Electronic copy of the Annual Report of the 24th 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 purposes, 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 is being sent in permitted mode.
- d) Shareholders may also note that the Notice of the 24th AGM and the Annual Report for Financial Year 2017-18 will also be available on the Company's website i.e 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's: investor@fsltechnologies.com/ secretarial@fsltechnologies.com.
- e) Shareholders may kindly note that no gift/gift coupon will be distributed at the meeting.

20. 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 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 22nd September, 2018 and ends at 5:00 p.m. on 24th September, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 18th September, 2018, 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:

1. The shareholders should log on to the e-voting website "www.evotingindia.com".
2. Click on **Shareholders/ Members**
3. 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.
4. Next enter the Image Verification as displayed and Click on **Login**.
5. 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.
6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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 indicated in the PAN Field, from the sticker pasted on the cover page of the Annual Report.
Dividend Bank details Or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records 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 3.

7. After entering these details appropriately, click on “**SUBMIT**” tab.
8. 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.
17. **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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can also download the application. Please follow the instructions as prompted by the mobile app while voting on your mobile.
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.
20. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and shall make , not later than 2 days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Board who shall countersign the same.

By Order of the Board of Directors
For Frontline Securities Limited

Place: Noida

Date: 10.08.2018

RICHA ARORA
Whole Time Director & Company Secretary
DIN:07825684

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no-4:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Ratification of appointment of Auditor –M/s Walecha Inder & Associates, Chartered Accountants (FRN:014205N) was appointed as Statutory Auditors of the Company for the period of Five years commencing from 1st April, 2017 to hold the office from the conclusion of 23rd Annual general Meeting of the Company till the conclusion of 28th Annual General Meeting to be held in 2022.

As per the provisions of Section 139 of the Companies Act, 2013, their appointment for the above tenure is subject to ratification by members at every Annual General Meeting. Accordingly, approval of members for ratification of appointment is being sought as set out in Item No. 4 of the Notice.

No Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolution mentioned at Item No.4 of the Notice except to the extent of shares held by them, if any, in the Company.

The Board of Director recommends the Ordinary Resolution set forth in item No. 4 of the accompanying notice for the approval of the Members.

Item No. 5 & 6:

The Equity Shares of the Company are listed and being traded on the BSE Ltd. With a view to enhance the investor base of the company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on 28th May, 2018 has recommended to sub-divide the nominal value of the equity share of the Company from Rs. 10/- per share to Rs. 5/- per share, subject to approval of Member at the ensuing Annual General Meeting.

Accordingly, each fully paid up equity share of nominal value Rs. 10/- (Rupees Ten Only) of the Company, existing on the record date as may be fixed by the Board of Directors, shall stands sub divided into 2 (two) equity shares of Nominal Value of Rs. 5/- (Rupee Five only) each fully paid up.

The record date for the aforesaid sub division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Annual General Meeting.

Consequent upon the sub-division of shares, the Authorised Share Capital of the Company of Rs. 10,00,00,000/- (Rupees Ten Crores only) would comprise of 2,00,00,000 (Two Crores) Equity Shares of Rs.5/- (Rupees Five only) each fully paid-up and the issued, subscribed and paid up capital of the Company is divided into 1,18,55,692 (One Crore Eighteen Lakhs Fifty Five Thousand Six Hundred and Ninety Two) equity shares of Rs. 5/- (Rupees Five only) each fully paid-up amounting to Rs. 5,92,78,460/- (Rupees Five Crore Ninety Two lakhs Seventy Eight Thousand Four Hundred and Sixty only).

The proposed sub division of equity shares of the Company from Rs. 10/-(Rupee Ten Only) per equity share to Rs. 5/- (Rupees Five Only) per equity share, requires consequential alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No. 6.

The Board recommends the item No. 5 (Ordinary Resolution) and Item No.6 (Ordinary Resolution) of the notice, for approval of the Members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company till the conclusion of the Annual General Meeting.

No Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No.5 and 6 of the Notice except to the extent of shares held by them, if any, in the Company.

Item no. 7:

The Company is presently engaged in the business of Investments. With a view to maximizing overall stakeholders' value, the management of the company has been exploring new avenues of business which will generate revenue, which may be conveniently and advantageously combined with existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake these additional businesses as stated in the resolution, it is proposed to amend the Objects Clause of the Memorandum of Association of the Company.

In the view of this, the Board of Directors in its meeting held on 10th August, 2018, has decided to amend the Memorandum of Association of the Company and seeks shareholders approval.

The entire set of proposed new Memorandum of Association is available on the website of the Company i.e. www.fslindia.com. Members can also obtain a copy of the same from the Company's registered office or corporate office.

Members are requested to note that the amendment is subject to the intimation/approval given/granted by /to the Securities Exchange Board of India ("SEBI"), the Registrar of Companies, Delhi, Ministry of Corporate affairs and such other regulatory authorities, as may be required.

No Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No.7 of the Notice except to the extent of shares held by them, if any, in the Company.

The Board recommends the Special Resolution as set out in the item No. 7 of the accompanying notice, for approval of the Members.

Item no. 8:

The Board of Directors of the Company, ("the Board") has, subject to approval of members, reappointed Mr. Gauri Shanker Pandey (DIN: 00050614) as a Whole Time Director, for a further period of 5 (five) years. This re-appointment shall be effective from 16th March, 2018 on terms and conditions including remuneration as set out below:

Components	Amount Per Month (in Rs.)
Basic	40,000
HRA	15,000
Other Allowance	2,200
Conveyance Allowance	1,600
Gross Salary	58,800
Bonus (Payable Quarterly)	1,400
PF (Employee Contribution)	4,800
CTC (Cost to Company)	65,000

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Gauri Shanker Pandey (DIN: 00050614), in terms of the applicable provisions of the Act.

Mr. Gauri Shanker Pandey (DIN: 00050614) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The terms of remuneration, as stated above may be treated as an abstract of terms of remuneration under section 190 of the Companies Act, 2013.

No Directors / key managerial personnel of the Company or their respective relatives except Mr. Gauri Shanker Pandey are deemed to be concerned or interested in the resolution mentioned at Item No. 8 of the Notice except to the extent of shares held by them, if any, in the Company.

The Board of Director recommends the Ordinary Resolution set forth in item No.8 of the accompanying notice for the approval of the Members.

Item no. 9:

In the view of enhanced responsibility given, the Board proposed to increase the salary payable to Ms. Richa Arora, Whole Time Director and Company Secretary of the Company w.e.f 01.04.2018 as per the revised salary structure given below. The remuneration is subject to the approval of the Members of the Company in the ensuing Annual General Meeting.

The details of revised remuneration are:

Components	Amount Per Month (in Rs.)
Basic	12,500
HRA	12,500
Transport Allowance	1,600
Other Allowance	19,875
Gross Salary	46,475
Gratuity	625
Bonus (Payable Quarterly)	1400
PF (Employee Contribution)	1500
CTC (Cost to Company)	50,000
All other benefit and entitlement, if any as per the policy of the Company.	

The terms of remuneration, as stated above may be treated as an abstract of terms of remuneration under section 190 of the Companies Act, 2013.

No Directors / key managerial personnel of the Company or their respective relatives except Ms. Richa Arora are deemed to be concerned or interested in the Resolutions mentioned at Item No. 9 of the Notice except to the extent of shares held by them, if any, in the Company.

The Board of Directors recommends the ordinary resolution set forth in item No. 9 of the accompanying notice for the approval of Members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

Name of the Director	Mrs. Sarabjeet Kaur	Mr. Gauri Shanker Pandey
Date of Birth	01/02/1976	13/07/1957
Age	42	60
Date of Appointment	01/07/2002	16/03/2013
Experience in Specific Functional Area	16 Years of experience in Company Secretary Profession as well as L.L.B	30 Years of Experience as Human Resource and Administration Head.
Remuneration sought and last drawn	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report
Relationship with other Directors	NIL	NIL
Qualification	C.S, L.L.B	B.Com
Directorship in other Public Limited Companies/excluding Private Companies which are subsidiary of Public Company	0	2
Member/Chairman of Committee of the Board of the other Public Limited Companies on which she is Director	0	0

By Order of the Board of Directors
For Frontline Securities Limited

Place: Noida
 Date: 10.08.2018

RICHA ARORA
 Whole Time Director & Company Secretary
 DIN:07825684

SHAREHOLDER INFORMATION FORM

(For use by shareholders holding Shares in Physical mode only)

To,
 The Company Secretary
 M/s Frontline Securities Limited Place:.....
 M-6, M-Block Market, Greater Kailash -II
 New Delhi-110048 Date :.....

Dear Sirs,

I hereby request you to update your records as per information given below:

Members are requested to provide the below mentioned information:

1. Folio No.:.....
2. No.of Shares:.....
 {Folio No. as given in equity share certificate(s)}
3. Member's Name: Shri/Smt./Kum.:.....
4. Member's Address:.....

5. Email ID:.....

I hereby declare that the above particulars given above are correct and complete.

Signature of the First Named / Sole Member

NOTE:

1. Please complete the form and send it to Company at the above address if you are holding share certificate(s) in physical form.
2. In case your shares are in Dematerialized form, inform/update your information directly with the Depository Participant (DP) with whom you are maintaining Demat Account and not to the Company or its Registrar.
3. In case of more than one folio, please complete the details on separate sheets.

3rd fold

M/s Frontline Securities Limited
M-6, M-Block Market, Greater Kailash -II
NewDelhi-110048

2nd fold

1st fold

Sender's Name and Address

ECS MANDATE FORM

(For use by shareholders holding Shares in Physical mode only)

To,
 The Company Secretary
 M/s Frontline Securities Limited
 M-6, M-Block Market, Greater Kailash -II
 New Delhi-110048

Place :
 Date :

Dear Sirs,

I hereby consent to have the amount of Dividend on my equity shares credited through the Electronic Clearing System (Credit Clearing) - (ECS). The particulars are:

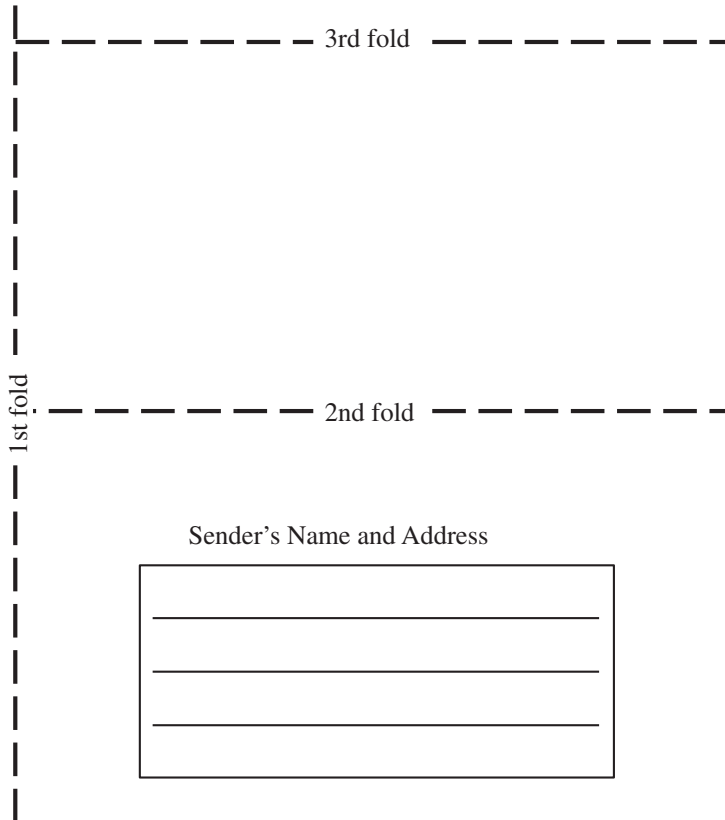
1. Folio No.:
 {Folio No. given in equity share certificate (s)}
2. Member's Name: Shri/Smt./Kum.:
3. Member's Address:

4. Particulars of the Bank Account:
 Bank Name:
 Branch Name:
 Mention the 9-digit code number of the bank and branch appearing on the MICR
 Cheque issued by the bank:
 (Please attach a photocopy of a Cheque or a blank cancelled Cheque issued by your bank for verifying the accuracy of the code number)
 Account type (Please) Saving Current Cash Credit
 Account number (as appearing on the Cheque book:)

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information for any reasons, I would not hold the Company responsible. I also undertake to advise changes, if any, in the particulars of my account to facilitate updation of records for purposes of credit of Dividend amount through ECS.

Signature of the First Named /Sole Member

- Note:
1. Please complete the form and send it to Register & Share Transfer Agent at the above address if you are holding share certificate(s) in physical form, latest by, September 18th, 2018.
 2. In case your share are in Dematerialized form, in form/update your information directly with the Depository Participant (DP) with whom you are maintaining Demat Account and not to the Company or its Registrar.
 3. In case of more than one folio, please complete the details on separate sheets.
 4. Subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.



3rd fold

2nd fold

1st fold

Sender's Name and Address

NO GIFTS WILL BE DISTRIBUTED AT THE AGM

Form No. MGT-11

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L65100DL1994PLC058837**Name of the Company:** Frontline Securities Limited**Registered Office:** M-6, IInd Floor M-Block Market, Greater Kailash-II, New Delhi-110048

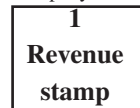
I/We, being the member (s) of.....shares of the above named company,
here by appoint

1. Name :.....
Address:.....
E-mail Id:.....
Signature :, or failing him /he
2. Name :.....
Address:.....
E-mail Id:.....
Signature :, or failing him /her
3. Name :.....
Address:.....
E-mail Id:.....
Signature :, or failing him /her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on the 25th September, 2018 at 9:45 a.m. at PHD House Laxmipat Singhaniya Auditorium, New Delhi and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution No.

- 1 Adoption of Audited Financial Statements for the financial year ended March 31,2018
- 2 Declaration of dividend on the equity shares for the financial year ended March 31, 2018
- 3 Re-appointment of Ms. Sarabjeet Kaur, Director, who retires by rotation
- 4 Ratification of Appointment of M/s Walecha Inder & Associates as Statutory Auditor.
- 5 Sub-Division of equity shares from the Face Value of Rs. 10/- to Face Value of Rs. 5/- per share.
- 6 Amendment to Clause V of the Memorandum of Association of the Company
- 7 Alteration of Objects Clauses in the Memorandum of Association of the Company
- 8 Re- Appointment of Mr. Gauri Shanker Pandey as the Whole time Director of the Company
- 9 Increase in Remuneration payable to Ms. Richa Arora, Whole Time Director & Company Secretary of the Company.



Signed this.....day of..... 2018

Signature of share holder..... Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**NO GIFTS WILL BE DISTRIBUTED AT THE AGM
FRONTLINE SECURITIES LIMITED**

Registered Office : M-6, M Block Market, Greater Kailash-II, New Delhi - 110048

ATTENDANCE SLIP

I here by record my presence at the 24th Annual General Meeting held at PHD House, Laxmipat Singhania Auditorium, New Delhi on Tuesday, the 25th September, 2018 at 9.45 a.m.

Name of the Share holder(s).....(In Block Letter)

Father's / Husband's Name.....

Name of the Proxy or Company Representative.....(In Block Letters)

*DPID..... *Client Id.....

Regd. Folio No..... No. of Shares held.....

Signature of the Shareholder's or Proxy of Company Representative

.....

Note: *Members/Proxies are requested to bring the duly filled in Attendance slip to the Annual General Meeting to be handed over at the meeting.*

**Applicable for investors holding shares in electronic form.*

Route Map for venue of AGM

